OXLEY HOLDINGS LIMITED

Annual Report 2017

Oxley Tower, Singapore

CONTENTS

Note: All perspectives of Oxley's development properties shown in this report are artists' impressions.

CORPORATE PROFILE

Aerial view of Oxley Towers Kuala Lumpur City Centre

Oxley Holdings Limited ("**Oxley**" or "**the Group**") is an international property developer incorporated in 2010 and headquartered in Singapore. Oxley specialises in the development of quality residential, commercial, industrial and hospitality projects. These developments are typically located in choice areas that are easily accessible, and most of its projects incorporate retail elements, and lifestyle features and facilities.

Oxley has a strong reputation in market foresight, execution, marketing and sales, evident in its project track record in Singapore in the past years. With most of these projects completed and fully sold, Oxley has made several land purchases in Singapore in 2017, building up its land bank and planning the next major launches in the local property market. Building on this strong foundation, Oxley also made remarkable progress in expanding its footprint overseas. Currently, the Group has overseas business presence across ten geographical markets including the United Kingdom (the "UK"), Ireland, Cambodia, Malaysia, Myanmar, Indonesia, Cyprus, China, Australia and Japan. Its overseas flagship projects include Royal Wharf, a waterfront township development in London, The Peak and The Bridge, two mixed-use developments in Phnom Penh, Cambodia, and Dublin Landings, the largest mixed-use development in the business district of Dublin, Ireland. In China, Oxley has an equity stake in a development project in Gaobeidian, 40 kilometres from the new special economic zone ("NSEZ") in the province of Hebei. With the potential boost that the NSEZ is expected to bring to the property market in the neighbouring area, including Gaobeidian, this project is expected to become another major project for Oxley.

As of August 2017, Oxley has launched a portfolio of 34 projects, of which 27 projects have been completed.

In addition, Oxley holds an investment portfolio, which includes projects in Singapore and Japan, a 20% stake in Galliard (Group) Limited, a leading integrated property group in the UK, and a 40% stake in Pindan Group Pty Ltd, an integrated property group based in Western Australia. Oxley also provides project management and consultancy services in Myanmar.

Oxley is listed on the Main Board of the SGX-ST (SGX: 5UX) and has a market capitalisation of approximately S$1.65 billion.[1]

[1] As at 12 September 2017.

OUR PRESENCE

Ireland

01 | WATERFRONT DEVELOPMENT
Dublin Landings

United Kingdom

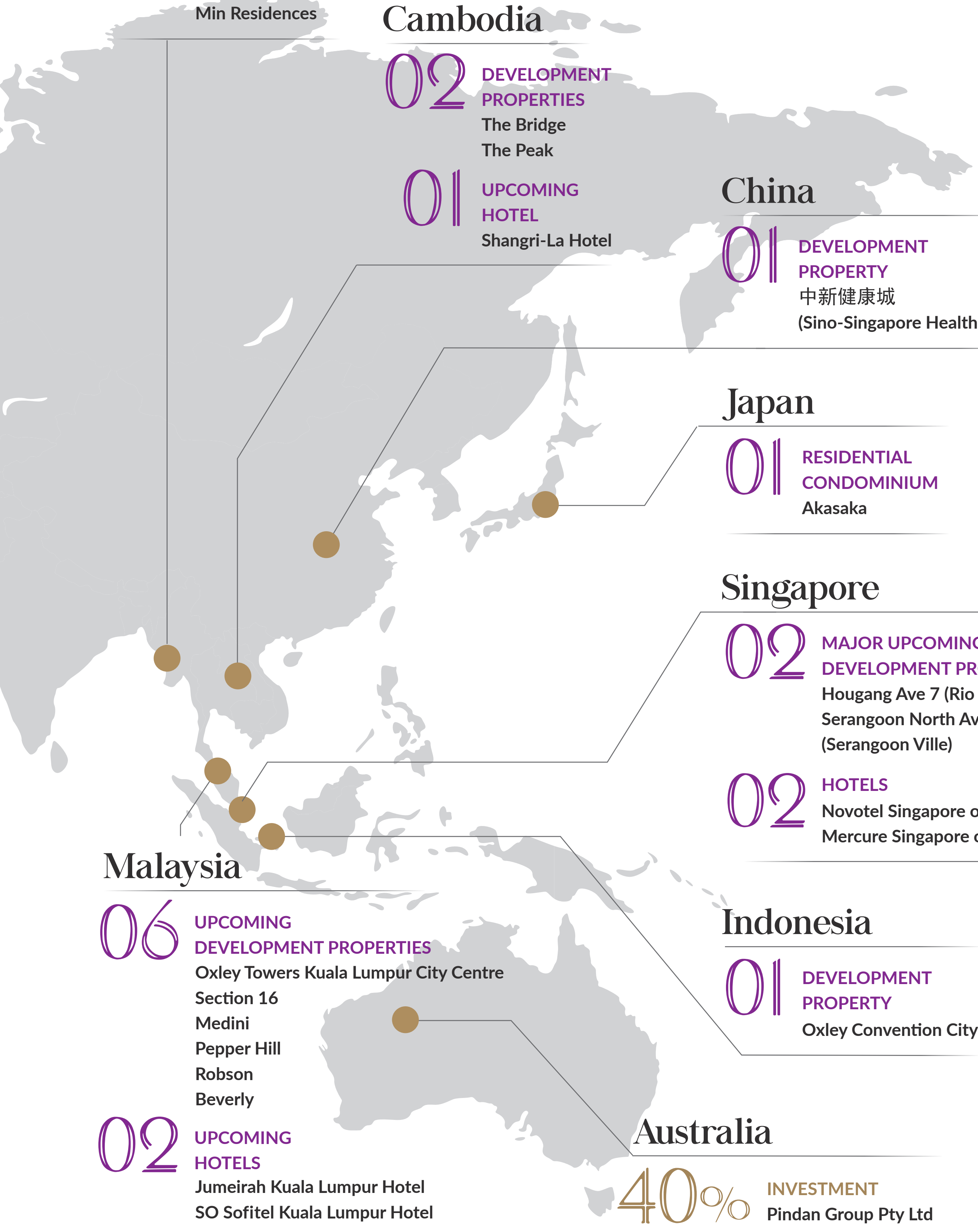
01 | DEVELOPMENT PROPERTY
Royal Wharf

01 | UPCOMING DEVELOPMENT PROPERTY
Deanston Wharf

20% | INVESTMENT
Galliard (Group) Limited

Cyprus

01 | WATERFRONT DEVELOPMENT
Limassol



Myanmar

01 DEVELOPMENT PROPERTY
Min Residences

Cambodia

02 DEVELOPMENT PROPERTIES
The Bridge
The Peak

01 UPCOMING HOTEL
Shangri-La Hotel

China

01 DEVELOPMENT PROPERTY
中新健康城
(Sino-Singapore Health City)

Japan

01 RESIDENTIAL CONDOMINIUM
Akasaka

Singapore

02 MAJOR UPCOMING DEVELOPMENT PROPERTIES
Hougang Ave 7 (Rio Casa)
Serangoon North Ave 1
(Serangoon Ville)

02 HOTELS
Novotel Singapore on Stevens
Mercure Singapore on Stevens

Malaysia

06 UPCOMING DEVELOPMENT PROPERTIES
Oxley Towers Kuala Lumpur City Centre
Section 16
Medini
Pepper Hill
Robson
Beverly

02 UPCOMING HOTELS
Jumeirah Kuala Lumpur Hotel
SO Sofitel Kuala Lumpur Hotel

Indonesia

01 DEVELOPMENT PROPERTY
Oxley Convention City

Australia

40% INVESTMENT
Pindan Group Pty Ltd

Over the years, Oxley has transformed from a humble local developer to an international developer with overseas presence in 10 countries. Our flagship projects not only contribute positively to our financial position, but more importantly, they propel the Oxley brand name to the international property development arena.

Our Group's revenue has increased by

37%

to S$1,343.0 million in FY2017

Dear Shareholders,

On behalf of the Board of Oxley Holdings Limited, I am pleased to present our Annual Report for the financial year ended 30 June 2017 ("FY2017"). After another year of hard work by all at Oxley, we strengthened our foothold as a Singapore-based international developer, expanded our market presence, and enhanced our financial position. It was a year of both financial and operational achievements, and a year when we reinforced the foundation for sustainable growth.

FINANCIAL HIGHLIGHTS

In FY2017, Group revenue increased by 37% year-on-year ("yoy") to S$1,343.0 million. The strong growth was primarily contributed by the completion of two major projects in Singapore, Oxley Tower and The Flow, as well as the progressive handover of completed plots at Royal Wharf in London. Gross profit increased by 31% yoy to S$386.2 million, and gross profit margin remained stable at 29%.

PATMI increased by 6% to S$218.1 million compared to that of FY2016, and earnings per share was 7.45 Singapore cents for FY2017, compared to 7.00 Singapore cents for FY2016.

With several projects selling well and revenue streaming in according to our projection, we redeemed on or ahead of schedule all the bonds Oxley issued with maturity in FY2017. In view of the potential business opportunities, we reviewed our financing strategy, and issued bonds that will mature from 2020 onwards. These bond issuances were well received by investors, which reflected their confidence in Oxley's financial stability and growth potential. Despite the new bond issuances, our total borrowings decreased by S$175.4 million from S$2,633.4 million as at 30 June 2016 to S$2,458.0 million as at 30 June 2017. Net gearing decreased to 1.9 times as at 30 June 2017, compared to 2.2 times as at 30 June 2016 and 2.6 times as at 30 June 2015.

As at 30 June 2017, the Group had total unbilled contract value of S$2.45 billion, of which, approximately S$1.12 billion is expected to be received within FY2018. This will be sufficient for us to pay off the debt due in the next two financial years. Furthermore, the healthy cash flow from the progress billing could serve as working capital for our new projects or funding for potential investment opportunities.

DIVIDEND

In acknowledgement of our shareholders' continued trust and support, the Board proposed a final dividend of 0.7 Singapore cents per share for FY2017. Together with the interim dividends paid, full year dividends for FY2017 will total 1.5 Singapore cents per share, representing a payout ratio of 20%.

OPERATIONAL REVIEW

Singapore – Embarking on foreseeable development opportunities and building up recurring income

In Singapore, several projects including Oxley Tower and The Flow were completed in FY2017, while four projects are currently under construction. Except for The Rise@ Oxley – Residences (94% sold) and T-Space (52% sold), all our projects launched in Singapore were fully sold. Foreseeing a positive sentiment in Singapore's property market, we recently acquired five land parcels, of which three are wholly-owned by us and the other two are through joint ventures with our partners. Our major upcoming projects in Singapore include the privatized HUDC estates Rio Casa and Serangoon Ville, in which Oxley holds 35% stake and 40% stake respectively. With a gross plot ratio of 2.8 for each project, we plan to develop Rio Casa into private residential blocks and villas of 1,472 units, and develop Serangoon Ville into private residential blocks and townhouses of 1,052 units, both catering to mass market housing demand. We are excited and ready to embark on our next growth strategy in the local property market, and we hope that these projects will extend Oxley's strong track record in forward planning and execution in Singapore.

Land parcel at Serangoon North Ave 1 (Serangoon Ville)

Land parcel at Hougang Ave 7 (Rio Casa)

Royal Wharf, United Kingdom

Our two hotels along Stevens Road, carrying the Novotel and Mercure brand names, received the Temporary Occupation Permit ("TOP") in August 2017 and the TOP for the entire development is expected to be obtained in fourth quarter of 2017. With a combined gross development value of more than S$980 million, Novotel and Mercure offer 254 and 518 rooms respectively, with full range of facilities and F&B. We are planning for the grand opening in the fourth quarter of 2017. As Singapore's hospitality market remains strong and the tourism sector continues to grow, these two hotels are expected to contribute positively to the Group's recurring income.

EXPANSION OVERSEAS

Strengthening our international footprint

We made significant achievements in several countries in FY2017 and we currently have presence in ten overseas geographical markets.

In London, the construction of Royal Wharf has been progressing well, and handovers have been smooth, with residents already living in their apartments and townhouses. Contrary to some concerns on the impact of Brexit, the drop-out rate has been minimal, as many buyers are owner-occupiers who are looking for a home in this regeneration area. The gradual revenue collection of approximately £1.0 billion over the next few years will further strengthen our cash flow and financial position.

Dublin Landings in Ireland is another flagship overseas project. Launched in October 2016, it will be the new commercial heart of the Irish capital, sharing the same city block with the

Central Bank of Ireland. In December 2016, we secured our first anchor tenant, the National Treasury Management Agency ("NTMA") of Ireland, who will lease 7,700 sqm of office space for 25 years. Since then, we have received increasing interest from other institutions for our Grade A office space. The first block is expected to be completed in 2018 and handed over to NTMA, and the rest of the blocks are expected to be delivered by 2020. The development of Dublin Landings underscores the timely execution capability of Oxley.

In Cambodia, our two iconic projects, The Bridge and The Peak, have both made good progress during the year. They remain amongst the top selling projects in Cambodia. Notably, The Bridge has obtained the Construction Site Closing Permit in June 2017 ahead of target and will proceed to handover to our buyers in stages from September 2017 onwards.

The Group has quality development pipelines in Malaysia and China. In Malaysia, Oxley Towers Kuala Lumpur City Centre will include the first Jumeirah Kuala Lumpur Hotel, Jumeirah Living Kuala Lumpur Residences, SO Sofitel Hotel and SO Sofitel Kuala Lumpur Residences. Construction commenced in the third quarter of 2016, and the project will be launched in the near future.

The Chinese government announced the master plan in April 2017 to develop a new special economic zone ("NSEZ") in the province of Hebei. This is an unexpected good development for us as Oxley has a 27.5% equity interest in a project under development in Gaobeidian, just 40 kilometres from the NSEZ. The land size of the Gaobeidian project is about 5.3 million sqm (8,000 mu), of which approximately 2 million sqm (3,000 mu) have been approved by the PRC authorities for development. With the potential boost that the NSEZ could bring to the property market in the vicinity, our Gaobeidian project has become much more valuable.

In FY2017, we expanded our international footprint to Australia and Indonesia, and set up several subsidiaries and joint venture companies overseas, including in Italy, Cyprus and Vietnam, in preparation for further business opportunities in the local property markets. In Australia, we acquired a 40% stake in Pindan Group Pty Ltd, a leading property and construction company in Western Australia with an order book of over A$1.1 billion. In Indonesia, Oxley's first development project, Oxley Convention City, was launched in December 2016. With a land area of approximately 20,000 sqm at the heart of Batam's thriving financial district, the iconic development will be Batam's first integrated convention centre and office tower.

ASSET-LIGHT MODEL AND CAPITAL EFFICIENCY

Our rapid achievements overseas were made possible with overseas partners such as Galliard in London, Ballymore in Dublin and Pindan in Australia as they provide us great investment opportunities and invaluable local experience. By leveraging on these assets and resources, we made efficient use of capital, played out our strengths in execution, sales and marketing, which in turn enhanced our cash flow, facilitated the development of more projects, and gave us the flexibility to add breadth and depth to our portfolio and expansion plan.

LOOKING FORWARD

Over the years, Oxley has transformed from a humble local developer to an international developer with overseas presence in 10 countries. Our flagship projects not only contribute positively to our financial position, but more importantly, they propel the Oxley brand name to the international property development arena. Our project pipelines are growing, providing good earnings visibility for the next few years. Our hotels will add stable recurring income, enhancing our foundation for sustainable growth. Barring unforeseen circumstances, our financial position will continue to improve, and bring increased financial flexibility. With several major launches expected in the next financial year, Oxley is embracing an unprecedented era of growth.

ACKNOWLEDGEMENTS

I would like to express sincere appreciation to our management team and staff for their commitment and dedication. To our Board members, thank you for your invaluable advice and contributions. To our business partners, we are glad that we furthered our partnerships over the past year, and we look forward to a long and rewarding journey with you. To our shareholders, thank you for your trust in and support of Oxley, and we hope you will continue to stand by us, witness our growth, and share the returns as Oxley unfolds its next historic chapter.

Ching Chiat Kwong
Executive Chairman and CEO

FINANCIAL HIGHLIGHTS

Revenue

S$1.3 BILLION

S$981.4 million in 2016

Profit Before Income Tax

S$299.5 MILLION

S$363.4 million in 2016

Profit, Net of Tax

S$227.7 MILLION

S$295.4 million in 2016

Non-Current Assets

S$1.6 BILLION

S$1.3 billion in 2016

Current Assets

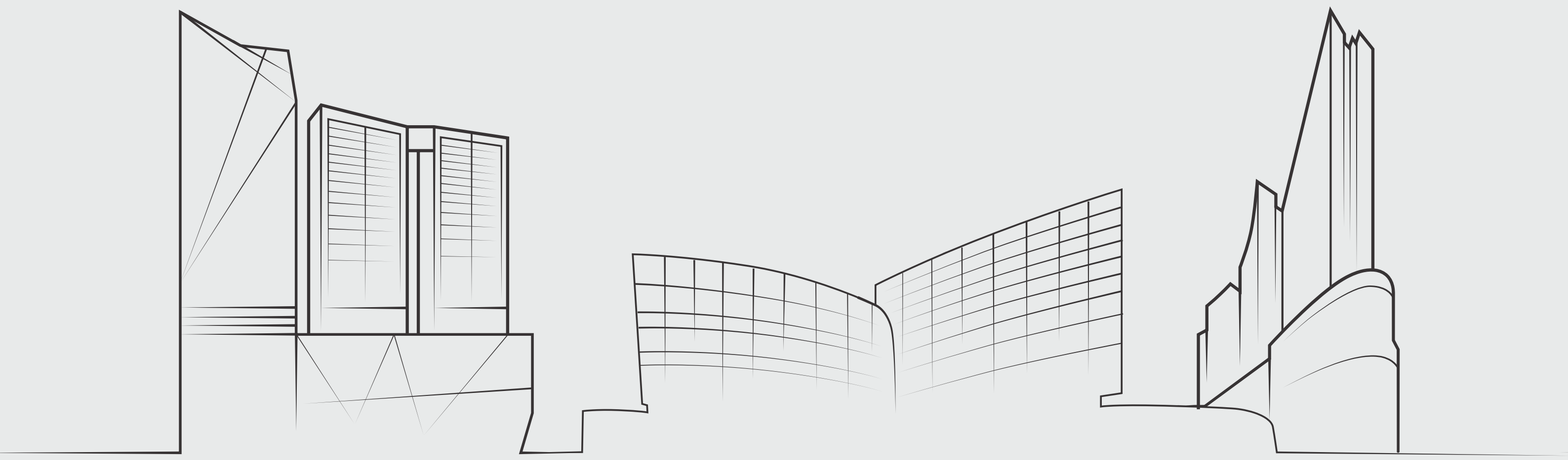
S$3.0 BILLION

S$3.4 billion in 2016

Total Equity

S$1.1 BILLION

S$965.2 million in 2016

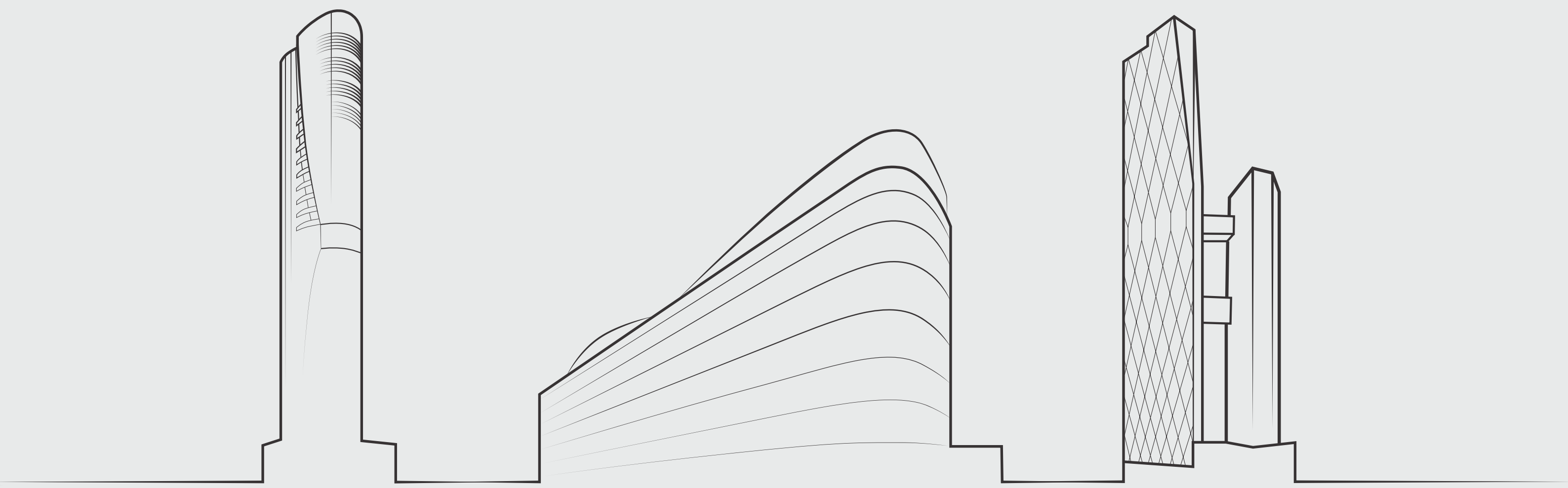


CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

All Figures in S$'000	FY2017	FY2016	FY2015
Revenue	**1,343,019**	981,361	701,800
Profit Before Income Tax	**299,452**	363,406	172,533
Income Tax Expense	**(71,802)**	(68,011)	(39,843)
Profit, Net of Tax	**227,650**	295,395	132,690
Attributable to:			
Owners of the Company	**218,105**	206,003	78,749
Non-Controlling Interests	**9,545**	89,392	53,941

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

All Figures in S$'000	FY2017	FY2016	FY2015
Non-Current Assets	**1,645,655**	1,340,165	1,011,191
Current Assets	**2,962,237**	3,392,330	3,132,497
Non-Current Liabilities	**1,936,056**	1,361,073	1,694,256
Current Liabilities	**1,582,955**	2,406,202	1,659,075
Net Assets	**1,088,881**	965,220	790,357
Shareholders' Equity	**1,044,809**	784,663	679,564
Non-Controlling Interests	**44,072**	180,557	110,793
Total Equity	**1,088,881**	965,220	790,357



BOARD OF DIRECTORS

From left: Phua Sian Chin, Low See Ching, Ching Chiat Kwong, Ng Weng Sui Harry, Lim Yeow Hua @ Lim You Qin

Ching Chiat Kwong

Executive Chairman and CEO

Mr Ching Chiat Kwong is the Executive Chairman and CEO of the Group. He is responsible for the overall performance, as well as for the formulation of corporate strategies and the future direction of the Group.

Mr Ching possesses nearly 20 years of industry experience. Prior to establishing the Group, he invested in, developed and successfully launched 13 residential property projects in various parts of Singapore. His keen ability to identify market trends and business opportunities has enabled him to chart the course for the Group's expansion towards the development of industrial and commercial projects in addition to residential properties.

Under Mr Ching's leadership, the Group completed the then largest initial public offering on the Catalist of the Singapore Exchange ("SGX") in 2010.

Apart from his commitments at Oxley, Mr Ching is also an active supporter of programmes that benefit the elderly and socially disadvantaged. He sits on the boards of THK Nursing Home Limited and Ren Ci Hospital. Mr Ching graduated with a Bachelor of Arts degree and a Bachelor of Social Sciences (Hons) degree from the National University of Singapore in 1989 and 1990 respectively.

Low See Ching

Deputy CEO and Executive Director

Mr Low See Ching was appointed as Deputy CEO and Executive Director of the Group on 1 February 2014. Prior to this appointment, Mr Low served on the Board as Non-Executive Director. Mr Low is responsible for business development, as well as supporting the CEO in the formulation of corporate strategies and future direction of the Group.

Between 2005 and 2009, he invested in, developed and launched five property development projects in Singapore, namely Residences@Jansen at Jansen Road, Urban Lofts at Rangoon Road, Vetro at Mar Thoma Road, The Verve at Jalan Rajah and The Aristo@Amber at Amber Road.

Mr Low is currently a Non-Executive Director of Hafary Holdings Limited. He joined Hafary Group in 2000 and rose through the ranks to Executive Director and CEO in 2005 before relinquishing his role in December 2013. He was responsible for the overall management, operations and charting of its corporate and strategic direction, including sales, marketing and procurement strategies.

Mr Low graduated with a Bachelor of Accountancy degree from the Nanyang Technological University, Singapore in 1999.

Ng Weng Sui Harry

Lead Independent Director

Mr Ng Weng Sui Harry joined the Board on 28 September 2010 and was appointed as Lead Independent Director.

He is the Executive Director of HLM (International) Corporate Services Pte. Ltd., a company providing corporate services, including business consultancy, corporate advisory, accounting and secretarial services.

Mr Ng also sits on the boards of Q&M Dental Group (Singapore) Limited, Artivision Technologies Ltd, IEV Holdings Limited and HG Metal Manufacturing Limited as Independent Director where he is Chairman of the Audit Committee.

Mr Ng has more than 30 years of experience in accountancy, finance and audit. He is a Fellow Member of the Institute of Singapore Chartered Accountants and a Fellow of the Association of Chartered Certified Accountants (UK). Mr Ng obtained a Master of Business Administration (General Business Administration) from The University of Hull, UK.

Phua Sian Chin

Independent Director

Mr Phua Sian Chin was appointed to the Board as Independent Director on 28 September 2010. He has served as the Chief Financial Officer of Teho International Inc Ltd. since August 2008 and has more than 36 years of experience in accounting and corporate finance.

He was, for over eight years, the Chief Financial Officer of a holding company listed on the Hong Kong Stock Exchange and Regional Financial Controller for multinational corporations in the Asia-Pacific region for more than 10 years. He was also the group financial head for property development groups in Singapore and Indonesia for over six years.

Mr Phua graduated with a Bachelor of Accountancy degree from the University of Singapore in 1975.

He is currently a Fellow Member of the Institute of Singapore Chartered Accountants, a Fellow of CPA Australia, a Fellow of the Association of Chartered Certified Accountants (UK), and a registered member of the Singapore Institute of Directors.

Lim Yeow Hua @ Lim You Qin

Independent Director

Mr Lim Yeow Hua @ Lim You Qin is our Independent Director and was appointed to the Board on 30 April 2014. Mr Lim is the Founder and Managing Director of Asia Pacific Business Consultants Pte. Ltd., a company providing tax and business consultancy services. He also serves as Independent Director of a number of other companies listed on the SGX.

Mr Lim possesses more than 29 years of experience in tax, financial services and investment banking. Prior to founding Asia Pacific Business Consultants Pte. Ltd., he worked as Senior Regional Tax Manager at British Petroleum (BP), Director (Structured Finance) at UOB Asia Ltd., Senior Tax Manager at KPMG, Senior Vice-President (Structured Finance) at Macquarie Investment Pte. Ltd., Senior Tax Manager at PricewaterhouseCoopers, as well as Deputy Director at the Inland Revenue Authority of Singapore.

Mr Lim graduated with a Bachelor of Accountancy degree and obtained a Masters of Business Administration from the National University of Singapore in 1986 and 1992 respectively.

He is currently a Fellow Member of the Institute of Singapore Chartered Accountants, an Accredited Tax Advisor of the Singapore Institute of Accredited Tax Professionals, and a full member of the Singapore Institute of Directors.

KEY MANAGEMENT

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2

3

Ching Chiat Dee, Judy

General Manager 1

Ms Ching Chiat Dee, Judy joined Oxley in June 2011 as General Manager. Ms Ching is responsible for the general operations of the Group, including the smooth execution of property development projects. Ms Ching possesses more than 30 years of experience in the marketing and management of residential, commercial and industrial property. Prior to joining Oxley, Ms Ching spent five years with LCD Property Management Pte. Ltd., where her last position held was Senior Manager (Marketing & Leasing). During her employment at LCD Property Management Pte. Ltd., she also spent about 1.5 years holding a concurrent position as General Manager of Paradiz Investment Ltd. Ms Ching was a Senior Manager with Savills Residential before LCD Property, and spent 22 years with Tuan Sing Holdings Limited, where her last position held was Marketing Manager. Ms Ching is the sister of Mr Ching Chiat Kwong, Executive Chairman and CEO, and a controlling shareholder of Oxley Holdings Limited.

Ooi Chee Eng

Financial Controller 2

Mr Ooi Chee Eng joined Oxley in August 2014 as Financial Controller. He is responsible for the overall financial and accounting functions of the Group. He is also Company Secretary of Oxley Holdings Limited. He has over 15 years of experience in accounting and finance. Prior to joining Oxley, he spent five years with Achieva Limited, where he was initially employed as Group Finance Manager and subsequently rose to the rank of Group Financial Controller. Mr Ooi has held managerial positions in the finance divisions of United Fiber System Ltd and SunMoon Food Ltd., and has worked in Neptune Orient Lines Ltd, Sime Darby Singapore and HK Region and KPMG Singapore. Mr Ooi is a member of the Institute of Singapore Chartered Accountants. He holds a Bachelor of Accountancy from Nanyang Technological University.

Lim Chee Chong, Eddie

Executive Director, Oxley Malaysia 3

Mr Lim is the Executive Director of Oxley Holdings (Malaysia) Sdn Bhd and will lead property development in the region. Mr Lim is also overseeing the Hotels Development for our Hotel at Stevens Road.

He holds Master of Business Administration (MBA) from Arcadia University and Bachelor Degree in Engineering (Electrical & Electronic Engineering) from Nanyang Technological University.

Mr Lim possesses more than 16 years of project management, development of hotels, residential and commercial from inception to completion.

From November 2015 to November 2016, he was with Fragrance Realty Pte Ltd as a Project Director and managed construction projects

From April 2012 to August 2015, he served as Chief Executive Officer of Global Premium Hotels Limited (GPHL) and was responsible for overseeing the operations, setting directions for new growth areas and developing business strategies. He managed the day-to-day operations of GPHL, including oversight of the development of hotel projects from inception to completion. He was involved in the conceptualisation of the design, operating functions and property enhancements of the hotel properties. He spearheaded the launch of GPHL's premium brand hotel known as Parc Sovereign Hotel.

Prior to that, he was Executive Director of Fragrance Group Limited (FGL),

from April 2010 to March 2012. From 2007 to 2010, he was the Director of Property Development of FGL and was responsible for the overall supervision of the residential, commercial and hotel development projects of FGL.

Kevin Bossino

General Manager, Novotel & Mercure Singapore on Stevens 4

Mr Kevin Bossino is the General Manager of the Novotel & Mercure Singapore on Stevens. He is also Vice President of Operations for all AccorHotels Midscale and Economy Hotels in Singapore. Mr Bossino comes with over 30 years of experience in the hospitality industry. He has worked with a variety of iconic hotels around the world including The Rock Hotel in Gibraltar, the Bauer Hotel in Venice, The Connaught in London, The Savoy, London Hotel, La Manga Club Resort, Spain and Grand Hyatt Hong Kong. Later, Mr. Bossino played an instrumental role in opening various Century International Hotels (subsequently acquired by AccorHotels) in Hong Kong, Indonesia, Vietnam and the Philippines.

In 2005, Mr Bossino moved to Singapore, where he led the Grand Mercure Roxy and Novotel Singapore Clarke Quay as Area General Manager. Thereafter, in 2015, he joined the AccorHotels Asia Pacific Head Office as Vice President of Operations, Singapore, Food & Beverage Standards, and luxury and upscale brands in Asia Pacific.

Mr Bossino has always shown great passion and energy in his assignments. His operational expertise and knowledge of the Singapore market will play a pivotal role in the successful operation of Oxley's hotels in Singapore.

Lim Ying Jie, Eugene

Marketing and Sales Director 5

Mr Lim Ying Jie, Eugene joined Oxley in February 2016 as Marketing & Sales Director. He is responsible for the Marketing & Sales strategy of both local and overseas project launch of the group. Mr Lim possesses more than 10 years of experience in the marketing and sales of residential and commercial new launches. Prior to joining Oxley, Mr Lim was with WingTai Property Management where his last position held was Assistant General Manager (Marketing & Sales). Prior to this, Mr Lim was with Knight Frank (Singapore) for 4 years where he rose from the rank of Senior Manager to Director, Head of Project Marketing where he successfully helped developers to launch more than 35 projects during this period. Before Knight Frank, Mr Lim was with HSR International, a real estate agency for 4 years where he personally recruited and trained a team of 250 agents focusing on new home sales. He holds a degree in Business management from University of London.

Ong Pee Hock, John

Senior Project Manager 6

Mr Ong Pee Hock, John joined Oxley in February 2013 as Senior Project Manager. He is responsible for the overall project management of the Singapore properties of the Group. Mr Ong has over 20 years of experience in project management for public listed companies in the areas of residential, industrial, commercial and hospitality projects, both locally and overseas. Prior to joining Oxley, he spent ten years with LCD Property Management Pte Ltd, where he was initially employed as Project Manager and subsequently rose to the rank of Assistant General Manager (Projects).

Mr Ong has held managerial position as well in the property division of Tuan Sing Holdings Limited and has oversea stint in UAE, Vietnam, Thailand and China during his time with LCD Property Management Pte Ltd. He holds a Diploma in Building Services Engineering and is a qualified Fire Safety Manager.

Ng Suat Kheng, Carol

Administrative Manager 7

Ms Ng Suat Kheng, Carol joined Oxley in May 2010 as Administrative Manager. Ms Ng is responsible for the Group's overall office administration and sales and marketing support activities. She manages the team of office staff and assists in the generation of management reports, liaison with external service providers including suppliers, government authorities, financial institutions and solicitors, and the handling of tax return matters. Prior to joining Oxley, Ms Ng was an office manager at Oxley Construction Pte Ltd, where she was responsible for the office operations and administration of construction projects. Ms Ng holds a Diploma in Management Studies from the Singapore Institute of Management.

Tan Chew Guek, Lindsay

Quantity Survey Manager 8

Ms Tan Chew Guek, Lindsay joined Oxley in May 2010 as Quantity Survey Manager. Ms Tan is responsible for supporting the Group's quality control effort, building specification preparation, payment certification, and handling of unit handover and defects coordination. She is also responsible for the Group's overall procurement administration as well as the publication of marketing brochures. Prior to joining Oxley, Ms Tan was a quantity surveyor at Oxley Construction Pte Ltd, where she was responsible for preparing tender and contract documents, processing claims, contract payments and settlement of final accounts, and processing and maintaining construction documentation. Ms Tan holds a Diploma in Civil and Structural Engineering from Singapore Polytechnic.

Tay Leong Huat, Terry

Senior Project Manager 9

Mr Tay Leong Huat, Terry joined Oxley in June 2014 as Senior Project Manager. He is responsible for the overall project management of the Group's project in Cambodia. Mr Tay has over 15 years of experience in project management, and has overseen the successful delivery of over 80 projects in residential, industrial, commercial and hospitality projects locally such as hotels.

Prior to joining Oxley, Mr Tay was a project director with Oxley Construction Pte Ltd since 1999, where he was responsible for the effectual execution of the scope and direction of property development projects through coordinating procurement of contract documents, monitoring construction progress and working closely with consultants, clients and management.

Chan Wah Shen, Austen

Development Manager 10

Mr Chan Wah Shen, Austen joined Oxley in January 2014 as a Development Manager. He is responsible for the Group's development projects in the United Kingdom, Europe and Australia. Prior to joining Oxley, Mr Chan has worked with DP Architects, and London-based Foster + Partners, where he was responsible for Architectural Design and Project Management. He holds a Master of Architecture from the National University of Singapore, and is a registered Architect with the Board of Architects in Singapore.

Ong Soon Lee, Victor

Senior Project Manager 11

Mr Ong Soon Lee, Victor joined Oxley in September 2011 as Project Manager. He is responsible for Group's development in Myanmar. He possesses more than 14 years of project management experience. Prior to joining Oxley, he was with Kingsmen Projects, where he was responsible for the retail fitting-out programmes for international brands. He was involved in the Changi Airport Terminal 3 interior fit-out programme while under the employment of Civil Aviation Authority of Singapore.

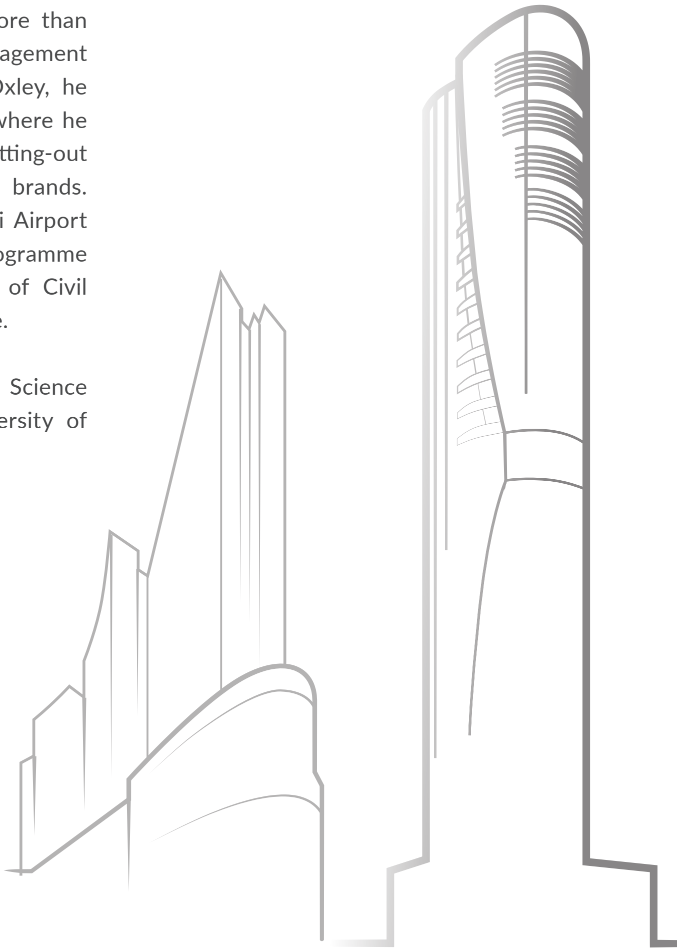
Mr Ong holds a Bachelor of Science (Building) from National University of Singapore.

Chua Lee Na

Project Manager 12

Ms Chua Lee Na joined Oxley in November 2014 as Project Manager. She is responsible for the management of assigned projects in Singapore from the concept stage to the completion and handover of the development. Prior to joining Oxley, she spent a total of 6 years with World Class Land Pte Ltd and Axis Architects Pte Ltd as Project Manager involved in various types of residential, commercial and hospitality projects.

Ms Chua holds a Bachelor of Architecture from University Putra Malaysia and Master of Science in Project Management from National University of Singapore.



UPCOMING DEVELOPMENTS

LAND PARCEL AT HOUGANG AVE 7 (RIO CASA)

SINGAPORE

APPROXIMATELY
100,000 SQM
gross floor area

APPROXIMATELY
1,472
residential units

In May 2017, Oxley, together with its joint-venture partners (KSH Development Pte. Ltd., Lian Beng Group Ltd and Apricot Capital Pte. Ltd.), acquired a privatized HUDC estate, Rio Casa, at 350 Hougang Avenue 7 through a collective sale.

Oxley holds 35% stake in the project. The estate has a land area of 36,811 sqm. With a gross plot ratio of 2.8, the Oxley consortium plans to obtain a fresh 99-year lease for the property and redevelop it into private residential blocks and villas with approximately 1,472 units being planned to cater to mass market demand. The project is expected to be launched in the second quarter of 2018.

LAND PARCEL AT SERANGOON NORTH AVE 1 (SERANGOON VILLE)

SINGAPORE

APPROXIMATELY

77,000 SQM

gross floor area

APPROXIMATELY

1,052

residential units

In July 2017, Oxley, together with its joint-venture partners (Unique Invesco Pte. Ltd., Lian Beng (Serangoon) Pte. Ltd. and Apricot Capital Pte. Ltd.), acquired a privatized HUDC estate, Serangoon Ville, at Serangoon North Avenue 1 through a collective sale. Oxley holds 40% stake in the project.

The estate has a land area of 27,584 sqm. With a gross plot ratio of 2.8, the Oxley consortium plans to obtain a fresh 99-year lease for the property and redevelop it into private residential blocks and townhouses with approximately 1,052 units being planned to cater to mass market demand. The project is expected to be launched in the second quarter of 2018.

LIMASSOL OXLEY CYPRUS DEVELOPMENT

Limassol, CYPRUS

Oxley has entered into a joint venture in Cyprus with a local company. In June 2017, the Group commenced the concept design process. Situated at the eastern part of the Greater Limassol Area where all the major tourist developments are concentrated, and with an extensive coastal frontage on the Mediterranean Sea, the development will be accessible to both locals and tourists. This upcoming development of mixed hotel and high rise residential towers is expected to be a signature project for Limassol. Estimated gross floor area of 33,400 sqm.

UPCOMING DEVELOPMENTS

OXLEY TOWERS KUALA LUMPUR CITY CENTRE

Kuala Lumpur, MALAYSIA

APPROXIMATELY

176,000 SQM

gross floor area

181 KEYS

Jumeirah Hotel

207 KEYS

SO Sofitel Hotel

Oxley Towers is a freehold property covering a land area of approximately 12,575 sqm and is located in the middle of the Kuala Lumpur City Centre precinct. Sharing the same skyline with the iconic Petronas Twin Towers, the development is also within easy reach of the Maxis Tower and the Kuala Lumpur Convention Centre. The development comprises two hotel towers with residences, an office tower and a retail podium linking all the three towers. The development will offer a 181-room Jumeirah Kuala Lumpur Hotel and 267-unit Jumeirah Living Kuala Lumpur Residences as well as a 207-room SO Sofitel Kuala Lumpur Hotel and 590-unit SO Sofitel Kuala Lumpur Residences set up respectively in each of the hotel towers upon completion.

Construction has commenced in third quarter 2016.

ROYAL WHARF

London, UNITED KINGDOM

APPROXIMATELY

363,000 SQM

gross floor area

3,385

residential units

Royal Wharf is an exciting new 363,000 sqm waterfront development by River Thames in East London. With approximately 500 m of direct south facing river frontage, Royal Wharf offers high-quality waterside living with stunning panoramic views. The development comprises 3,385 apartments and townhouses, and approximately 1,100 sqm of commercial area comprising office, retail and F&B spaces. With over 45% of designated open spaces and play areas, the development also features a riverside park linking the Royal Wharf Pier, Royal Wharf Amphi-Theatre and Riverside Walk.

The development is in close proximity to the future 14-ha Asian Business Park and boasts outstanding transport links offering quick access to central London via the Underground, DLR a new Crossrail station (opening in 2018), as well as excellent international connectivity via London City Airport and boat links from a proposed new pier.

Since commencement in early 2014, construction has progressed steadily. The Group has been progressively handing over completed units to the buyers of Phase 1 and 2A, and targets to complete the entire project by 2021.

CURRENT DEVELOPMENTS

DUBLIN LANDINGS

North Bank, IRELAND

APPROXIMATELY
98,000 SQM
gross floor area

294
residential units

Dublin Landings is a unique and breathtaking development with striking architecture inspired by Ireland's coast and robust woodlands, integrating rugged landscape with contemporary architecture. Sitting on the North Bank, within Dublin's financial and technology district, Dublin Landings' emergence as the new commercial heart of the Irish capital is being underwritten by the calibre of occupants such as the Central Bank of Ireland, whose new headquarters are to be located here.

Situated along River Liffey, the development is well-connected by transport, and located between Dublin's international airport and historic centre, the ideal gateway to the city but also a destination in its own right. The development will include 65,000 sqm of flexible Grade A office and retail space, with the five office buildings due to be completed by 2020. Walls Construction has been appointed as the main contractor and has already begun on two of the office blocks, and the National Treasury Management Agency is expected to be the first tenant, taking 13,300 sqm in a waterfront building by summer 2018. There will also be 294 luxury residential apartments. Among the amenities planned for the development are rooftop gardens and terrace, an 1,000 sqm gym, a concierge service for residential tenants and secure underground parking.

THE BRIDGE

Phnom Penh, CAMBODIA

APPROXIMATELY

150,000 SQM

gross floor area

45 STOREYS

offering a panoramic view of the city's horizon

The Bridge is a freehold development occupying a land area of 10,090 sqm and is located in the heart of Phnom Penh, Cambodia. This majestic development comprises two distinct tower blocks of homes and SOHO units interlinked by two sky bridges and a 5-storey retail podium. Standing proudly at 45 storeys, The Bridge will be set amongst the spectacular cityscape offering a panoramic view of the city centre.

OXLEY CONVENTION CITY

Batam, INDONESIA

APPROXIMATELY

208,373 SQM

construction floor area

APPROXIMATELY

1,600

residential units

Oxley Convention City is a flagship masterplan development covering a land area of approximately 20,000 sqm, located in the heart of Batam's thriving financial district. This iconic development comprises Batam's first office tower with an integrated convention centre, an exclusive hotel, an exciting retail and F&B avenue, a vibrant collection of shophouses and three towers of luxury residences.

CURRENT DEVELOPMENTS

THE PEAK

Phnom Penh, CAMBODIA

APPROXIMATELY

209,000 SQM

gross floor area

302 KEYS

Shangri-La Hotel

The Peak is a freehold property with a land area of approximately 12,609 sqm located in the heart of Phnom Penh's prime district facing the Tonle Sap River. Rising 55 storeys into the sky, the development offers a whole new level of living bringing together the choicest picks of residences, shops, restaurants, offices and the prestigious Shangri-La Hotel.

With two 55-storey residential towers interlinked by a sky gym, Shangri-La Hotel and offices housed in the same building and a 5-storey retail podium, The Peak, adorn in stylish bronze-coloured architecture will add luster and will dominate the city's skyline.

SINO-SINGAPORE HEALTH CITY

Gaobeidian, CHINA

APPROXIMATELY

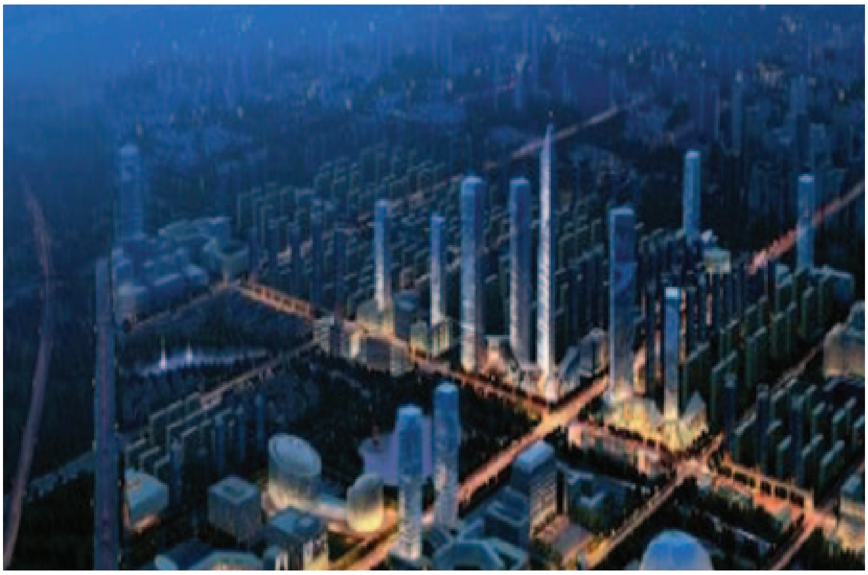
2,000,000 SQM

gross floor area

18,000

residential units

CHINA MOUNTAIN CLIMBING TRAINING CENTRE & OUTDOOR SPORTS CENTER TOWNSHIP



Oxley has a 27.5% stake in the Sino-Singapore Health City Project in Gaobeidian, Hebei Province, China. Gaobeidian is strategically located 40 km away from the Xiongan New Special Economic Zone ("Xiongan NSEZ") that the Chinese government announced in April 2017, next to the Beijing-Shijiazhuang Expressway (82 km from Beijing city), and on the Beijing-Shijiazhuang High-Speed rail route (19 minutes ride to Beijing). Following the success of China's two economic zones in the Pearl River Delta and Yangtze River Delta regions, Xiongan NSEZ is expected to become another world-class city cluster surrounding Beijing, with favorable regulatory framework and outstanding economic growth.

The township development is planned in two stages, with a China Mountain Climbing Training Centre & Outdoor Sports Center Township in stage I, and a Green Health Food Safety Testing Centre Township in stage II.

It will be a one-stop hub that provides a full suite of mountain climbing services, featuring the world's tallest man-made rock-climbing wall with a total size of 30,000 sqm, with 18 climbing routes and 20 competition/training routes. Ready to host national and world competitions, it is expected to attract tourists, sports broadcasters, rock climbing and other outdoor sport lovers with performances and sports commercial fairs.

The project will also include the development of 18,000 residential units with a gross floor area of approximately 1.6 million sqm, as well as F&B, entertainment, commercial, healthcare, education, and other infrastructure facilities. Phase I comprising 5,540 residential units with a saleable area of approximately 615,527 sqm.

SINGAPORE

CURRENT PROJECTS	TENURE	NO. OF UNITS	APPROXIMATE LAND AREA (SQM)	APPROXIMATE GFA (SQM)
LAUNCHED				
Mixed-Use				
Floraview / Floravista	Freehold	90 residential 28 shops	5,721	8,551
The Rise@Oxley - Residences / The Rise@Oxley*	Freehold	120 residential 29 shops	2,381	10,712
Industrial				
T-Space	30 yrs	251 industrial	27,395	84,315
PIPELINE				
494 Upper East Coast Road	Freehold	24 residential^	1,292	1,809
Rio Casa	Leasehold	1,472 residential^	36,811	103,071
231 Pasir Panjang Road	Freehold	170 residential^	8,326	11,906
Serangoon Ville	Leasehold	1,052 residential^	27,584	77,235

* The Rise@Oxley has not been launched

^ Number of units subject to approval from the relevant authorities.

INTERNATIONAL

CURRENT PROJECTS	LOCATION	TENURE	DEVELOPMENT TYPE	APPROXIMATE LAND AREA (SQM)	APPROXIMATE GFA (SQM)
LAUNCHED					
United Kingdom					
Royal Wharf	London	Freehold & Leasehold	Township	149,374	363,000
Cambodia					
The Bridge	Phnom Penh	Freehold	Mixed Residential and Commercial	10,090	150,399
The Peak	Phnom Penh	Freehold	Mixed Residential and Commercial	12,609	208,750
China					
中新健康城^ (Sino-Singapore Health City)	Gaobeidian, Hebei Province	Leasehold	Mixed Residential and Commercial	5,300,000	2,000,000
Indonesia					
Oxley Convention City	Batam	Leasehold	Mixed Residential and Commercial	23,500	208,373#
Ireland					
Dublin Landings	Dublin	Leasehold	Mixed Residential and Commercial	23,500	98,000
Myanmar					
Min Residences	Yangon	Leasehold	Mixed Residential and Commercial	12,889	122,579
PIPELINE					
United Kingdom					
Deanston Wharf	London	999 yrs Leasehold	Mixed Residential and Commercial	21,700	100,000
Cambodia					
The Garage^	Phnom Penh	Freehold	Mixed Residential and Commercial	8,921	-
The Palms^	Phnom Penh	Freehold	Residential	37,689	-
Malaysia					
Oxley Towers Kuala Lumpur City Centre	Kuala Lumpur	Freehold	Mixed Residential and Commercial	12,575	175,979
Robson^	Kuala Lumpur	Freehold	Residential	7,710	-
Medini^	Johor	99 yrs +30 yrs	Mixed Residential and Commercial	17,300	-
Section 16^	Selangor	Freehold	Mixed Residential and Commercial	19,098	-
Beverly^	Selangor	Freehold	Residential	61,588	-
Pepper Hill^	Penang	Freehold	Residential	119,876	-

^ Project names are for identification purposes only

Construction floor area is disclosed instead of GFA as a regulatory requirement in Indonesia.

Novotel Singapore on Stevens / Mercure Singapore on Stevens

Singapore

Opening in late 2017, Novotel Singapore on Stevens and Mercure Singapore on Stevens are Oxley's maiden venture into the hospitality business. Strategically located near the Scotts Road and Orchard Road shopping belts, Novotel Singapore on Stevens will offer 254 rooms, a 350-seat ballroom, meeting facilities, F&B, a fitness centre and swimming pool while Mercure Singapore on Stevens will have 518 rooms, F&B, a fitness centre and swimming pool.

Space@Tampines

Singapore

Space@Tampines is a 3-storey and a 7-storey ramp-up B2 Clean industrial development built on a 30-year leasehold land. The property comprises 71 warehouse units and 1 canteen with an approximate Gross Floor Area (GFA) of 65,893 sqm. Space@Tampines is located at 18 Tampines Industrial Crescent at the intersection of Tampines Expressway (TPE) and Tampines Avenue 10 and is close to Changi, Loyang, Tampines and Seletar Industrial Estates. This ramp up property provides the ideal business space solution for companies under the category of Clean & Light and B2 Industries. It has LHN Space Resources Pte Ltd as its master tenant for Level 2 to Level 7 space since obtaining its TOP in June 2015. As at August 2017, tenants on Level 1 managed to secure a 2-year change of use approval from the URA to use the warehouse units as showrooms for furniture related trades. Space@Tampines is currently 94% leased.

Galliard (Group) Limited, London

On 24 July 2015, Oxley completed the acquisition of a 20% stake in the enlarged share capital of Galliard (Group) Limited, a leading UK developer in the UK.

Founded in 1992, Galliard Group has played a key role in London's transformation, directing at regenerating, rejuvenating and reinventing the city. This includes a portfolio of over 7,000 residential units and hotel suites plus about 685,000 sqft of commercial floor space across London and southern England, with an additional over 7,700 units subject to planning approval.

The Galliard Group business comprises four business divisions, namely, (a) Galliard Homes which undertakes sales and marketing for the Galliard Group's portfolio of homes, (b) Galliard Construction which handles commercial, residential and mixed-use developments, and construction for joint venture projects and third party developments, (c) Galliard Commercial which develops hotels, commercial and retail premises, and undertakes joint venture projects and third party work, and (d) Galliard Homes Letting (in partnership with Life Residential) which handles tenancy and re-sale transactions operating from 13 London branches with Investor relation offices located in Singapore, Hong Kong and Cape Town and currently letting and managing over 3,500 London apartments for Investors in over 50 countries worldwide with Sales transactions amounting to £200,000,000 per annum.

	GROSS DEVELOPMENT VALUE / VALUE (£M)	NO. OF UNITS
GALLIARD HOMES		
Current Developments	1,426	6,938
Upcoming Developments	1,108	7,731
GALLIARD COMMERCIAL		
Current Developments	65	346
Upcoming Developments	N/A	N/A
GALLIARD CONSTRUCTION		
Current Order Book	516	3,253
Upcoming Order Book	700	2,110
GALLIARD HOMES LETTING		
Current portfolio	5	3,500
Upcoming portfolio	1	300

GALLIARD'S CURRENT DEVELOPMENTS

Harbour Central

Location: Docklands E14
Estimated GDV: £494m

Joint Venture:
Cain Hoy and Frogmore

Description:
A new development comprising five residential buildings housing 642 private apartments offering studio, one, two and three bedroom apartments, along with eight exceptional penthouse apartments and a leisure complex with a proposed library, concierge, gym and spa, business suites and cinema.

Expected Completion:
2019

The Stage, Shoreditch

Location: The Stage, Curtain Road, Shoreditch, London EC2A 3NN
Estimated GDV: £720M

Joint Venture:
Cain International, McCourt, Investec & Vanke Perkins + Will

Description:
A new development consisting of 412 highly specified suites, 1, 2 & 3 bedroom apartments and 4 bedroom duplex penthouses, with interior design by Nicola Fontanella of Argent Design, complemented by an array of private lifestyle facilities and 32nd level sky bar and terrace. In addition to the residential tower there will be two striking commercial buildings. The Hewett (c. 70,000 sqft) and The Bard (c. 120,000 sqft) will provide premium business accommodation. The remains of Shakespeare's Curtain Theatre, dating back to 1577, were discovered in 2012 three metres below the surface of the development. The remains will be meticulously excavated by archaeologists, preserved in-situ and transformed into a local landmark. The Stage is set to attract a vibrant collaboration of prime retail including restaurants, bars and fashionable boutiques within brand new commercial premises and beautifully restored Victorian viaducts.

Expected Completion:
April 2020

Pindan Group Pty Ltd

In December 2017, Oxley acquired a 40% stake in Pindan Group Pty Ltd ("Pindan"). Pindan, established in 1977, is a leading property and construction company in Western Australia. Headquartered in Perth, with an annual turnover approximately A$400 million Pindan employs approximately 400 full-time staff with additional office locations in regional West Australia, Brisbane and Sydney.

Pindan is the largest semi-detached dwelling builder in Western Australia (the 4th largest nationally), and the largest multi-unit builder in Western Australia (the 5th largest nationally). Over recent years Pindan has developed a wide range of projects and presently has over A$1.1 billion current developments in 20 projects, including 1,100 residential units in various stages of development, 930 residential land lots, and 3 land rezoning sites.

The combination of Oxley's expertise in property development, sales and marketing, and Pindan's experience and local knowledge, will enable Pindan to grow its project portfolio and accelerate its transition from being a major Western Australian builder and developer to a national developer that delivers major projects across Australia.

Mr. Ching Chiat Kwong and Mr. Low See Ching are board directors of Pindan Group Pty Ltd.

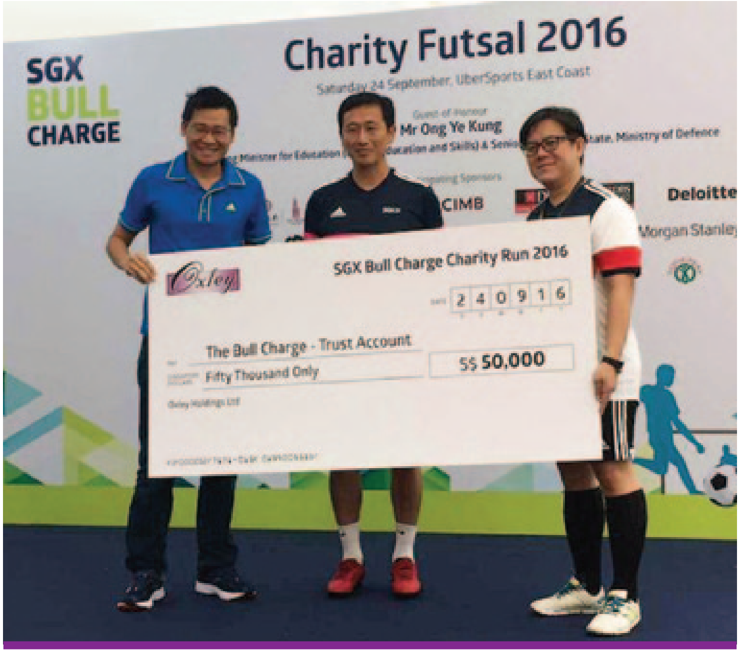
PROJECTS

VIRIDIAN CHINA GREEN APARTMENTS
Location: 2 Wembley Court, Subiaco WA

INDIGO CHINA GREEN APARTMENTS
Location: Price Street, Subiaco WA

MARINA EDGE APARTMENTS
Location: Coromandel Approach, North Coogee WA

AUSTRALIAN FEDERAL POLICE STATE OFFICE
Location: Colquhoun Rd, Perth Airport WA



Mr. Eric Low, Executive Director and Deputy CEO of Oxley, presents the donation to SGX Bull Charge Charity Run 2016.
From left: Mr. Eric Low, Mr Ong Ye Kung (Minister for Education, Higher Education and Skills) and Second Minister for the Ministry of Defence, Mr. Chew Sutat, SGX Head of Equities & Fixed Income.

Above: Oxley donated S$150,000 to Nalanda Library Fund.
Bottom: Oxley donated minibus to Public Free Clinic Society.

Oxley has a strong culture of corporate social responsibility. Over the years, Oxley participated in numerous charity events, and made donations amounting to S$571,800 in FY2017. Through the social organisations and charity funds, Oxley has helped people in their education and healthcare needs and improved their wellbeing.

July 2016

In July 2016, Oxley donated S$4,000 in the UOB Heartbeat Run/Walk 2016 to National Council of Social Service and Community Chest, an organization that raises funds annually to support the needs of nurturing children and helping the youths and disabled people.

September 2016

In September 2016, Oxley donated S$ 50,000 as a Gold Bull Sponsor in the SGX Bull Charge Charity Run 2016. The annual run is dedicated to fund raising and supporting underprivileged children and families, disabled people and the elderly through the following four charities - Asian Women's Welfare Association (AWWA), Autism Association (Singapore), Fei Yue Community Services and Shared Services for Charities.

October 2016

In October 2016, Oxley donated S$150,000 to Nalanda Library Fund in support of global higher education and humanitarian work.

In addition, the fire at the market at Block 493 Jurong West Street 41 in October 2016 resulted in financial losses to stall holders and distress to residents staying nearby. Oxley donated S$50,000 to help build a temporary market so that the displaced market stallholders can continue their business as soon as possible.

February 2017

In February 2017, Oxley donated S$10,000 to the UOB Chinese New Year Charity. The donated money went to The Business Times Budding Artists Fund, The Straits Times School Pocket Money Fund, Fei Yue Community Services, and Very Special Arts Singapore Ltd.

Also in February 2017, Oxley donated S$10,000 to Singapore Police Retirees' Association ("SPRA"). SPRA has 1697 members from different ranks who have retired from the Police Force. SPRA organizes fund raising activities to support the needs of ill and hospitalized retirees, provide bereavement support to family of members and organise healthy lifestyle activities for retirees.

March 2017

In March 2017, Oxley donated S$10,000 to Ren Ci Hospital, in the annual Ren Ci Charity Golf Tournament 2017 held on 26 May 2017 at Sentosa Golf Club. Funds raised from the event were channelled to help the needy and elderly patients of Ren Ci Hospital, as well as expand services to cater to the growing needs of Singapore's ageing population.

Also in March 2017, Oxley donated S$115,300 to Public Free Clinic Society for them to purchase a Toyota Hiace Commuter Bus. The bus has been deployed in personalised TCM Healthcare services targeted at the elderly who live alone, or at nursing homes and senior's activity centres. With the strong support of grassroots organizations and enthusiastic members of the public, the service runs six days a week, providing attentive and dedicated care to people with mobility problems so as to allow them to regain their health .

April 2017

In April 2017, Oxley donated S$5,000 to Roxy Foundation at the 10th Anniversary Roxy Charity Car Wash Celebration. The donation, through Roxy Foundation, will help needy children and low-income families, and help underprivileged children to meet their education needs.

May 2017

In May 2017, Oxley donated S$105,000 in SGX Bull Charity Run 2017.

June 2017

In June 2017, Oxley donated S$50,000 to the Bishan–Toa Payoh Community Clubs (CCs) upgrading programme. There are seven CCs in the Bishan Toa Payoh Group Representation Constituency (GRC), serving close to 200,000 residents. Some of the CCs built as early as 1973 need to be renovated or redeveloped, and the need to engage new residents requires increased community space. Contributing to the upgrading programme will help the GRC keep the community inclusive, and provide better facilities to improve the residents' quality of life.

During the financial year, Oxley also made donations to Tai Guan Ong See Association, Men at the Helm 2, and other causes and charity funds.

CORPORATE INFORMATION

Oxley Tower, Singapore

Directors

Ching Chiat Kwong
Executive Chairman and CEO

Low See Ching
Deputy CEO and Executive Director

Ng Weng Sui Harry
Lead Independent Director

Phua Sian Chin
Independent Director

Lim Yeow Hua @ Lim You Qin
Independent Director

Company Secretary

Ooi Chee Eng

Registered Office

138 Robinson Road #30-01
Oxley Tower
SIngapore 068906
Tel:+65 6438 0202
Fax:+65 6438 2020

Share Registrar

Boardroom Corporate &
Advisory Services Pte. Ltd.
50 Raffles Place #32-01
Singapore Land Tower
Singapore 048623

External Auditor

RSM Chio Lim LLP
8 Wilkie Road #04-08
Wilkie Edge
Singapore 228095

Partner-in-charge:
Chan Weng Keen

(Public Accountant and Chartered
Accountant Singapore)
(Effective from reporting year ended
30 June 2016)

Internal Auditor

Pioneer Management Services Pte. Ltd.
4 Shenton Way #04-01
SGX Centre 2
Singapore 068807

Director-in-charge:
Low Sok Lee Mona

Principal Bankers

Credit Suisse (Singapore) Limited
DBS Bank Ltd
Deutsche Bank AG
Hong Leong Finance Limited
Malayan Banking Berhad
Oversea-Chinese Banking Corporation Limited
United Overseas Bank Limited

The Board of Directors (the "**Board**") of Oxley Holdings Limited (the "**Company**", and together with its subsidiaries, the "**Group**") recognises the importance of corporate governance and the offering of high standards of accountability to the shareholders of the Company by complying with the benchmark set by the Code of Corporate Governance 2012 (the "**Code**").

This report sets out the corporate governance practices that have been adopted by the Company with specific reference to the principles of the Code, as well as any deviation from any guideline of the Code together with an explanation for such deviation.

Statement of Compliance

The Board confirms that for the financial year ended 30 June 2017 ("**FY2017**"), the Company has generally adhered to the principles and guidelines as set out in the Code, save as otherwise explained below.

BOARD MATTERS

The Board's Conduct of Affairs

Principle 1: Every company should be headed by an effective Board to lead and control the company. The Board is collectively responsible for the long-term success of the company. The Board works with Management to achieve this objective and Management remains accountable to the Board.

The Board comprises five directors, which include two executive directors and three independent directors, all of whom are from different disciplines and bring with them diversity of experience which will enable them to contribute effectively to the Company.

The principal functions of the Board, apart from its statutory responsibilities, include:-

- to review and oversee the management of the Group's business affairs and financial controls, performance and resource allocation, including ensuring that the required financial and human resources are available for the Group to meet its objectives;

- to approve matters such as corporate strategy and objectives, business plans, corporate restructuring, mergers and acquisitions, major investments and divestments, material acquisitions and disposals of assets and major corporate policies on key areas of operations;

- to establish a framework of prudent and effective controls to assess and manage risks and safeguard shareholders' interests and the Group's assets;

- to review the Management's performance;

- to set the Group's values and standards and ensure that obligations to shareholders and other stakeholders are understood and met;

- to approve the release of the Group's quarterly and full-year financial results and related party transactions of a material nature; and

- to assume the responsibilities for corporate governance.

Every director is expected, in the course of carrying out his duties, to act in good faith to provide insights and objectively take decisions in the interest of the Company.

The Board has established three Board committees, namely, the Audit Committee ("**AC**"), the Nominating Committee ("**NC**") and the Remuneration Committee ("**RC**") to assist in the execution of its responsibilities. These committees operate within clearly defined terms of reference.

The Board meets on a regular basis and ad-hoc Board meetings are convened when they are deemed necessary. In between Board meetings, other important matters will be tabled for the Board's approval by way of circulating resolutions in writing. The Company's Articles of Association provide for meetings of directors to be held by means of telephone conference or other methods of simultaneous communication by electronic or other means.

The attendance of the directors at scheduled meetings of the Board and Board committees during FY2017 is disclosed below:-

	Board	Audit Committee	Remuneration Committee	Nominating Committee
Number of meetings held	4	4	1	1
Number of meetings attended				
Ching Chiat Kwong	4	4	1	1
Low See Ching	4	4	1	1
Ng Weng Sui Harry	4	4	1	1
Phua Sian Chin	4	4	1	1
Lim Yeow Hua @ Lim You Qin	4	4	1	1

Newly appointed directors will receive a formal letter explaining their duties and responsibilities and will be given an orientation of the Group's business strategies and operations. Directors also have the opportunity to visit the Group's development sites and meet with the Management as and when necessary to gain a better understanding of the Group's business operations and governance practices. All directors who have no prior experience as directors of a listed company will undergo training and briefing on the roles and responsibilities as directors of a listed company. The directors are also encouraged to keep themselves abreast of the latest developments relevant to the Group and attendance of appropriate courses and seminars may be arranged and funded by the Company. The external auditor update the directors on the new or revised financial reporting standards on an annual basis.

Board Composition and Guidance

Principle 2: There should be a strong and independent element on the Board, which is able to exercise objective judgement on corporate affairs independently, in particular, from Management and substantial shareholders. No individual or small group of individuals should be allowed to dominate the Board's decision making.

As at the date of this report, the Board comprises the following directors:-

Executive Directors

Ching Chiat Kwong — Executive Chairman and Chief Executive Officer ("**CEO**")
Low See Ching — Deputy CEO and Executive Director

Non-Executive Directors

Ng Weng Sui Harry — Lead Independent Director
Phua Sian Chin — Independent Director
Lim Yeow Hua @ Lim You Qin — Independent Director

The Board comprises directors who have the right core competencies and diversity of experience to enable them, in their collective wisdom, to contribute effectively.

The independent directors make up more than half of the Board. There is a strong independent element on the Board. The Board has adopted the Code's criteria of an independent director in its review. An "independent" director is one who has no relationship with the Company, its related corporations, its 10% shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the directors' independent business judgement with a view to the best interests of the Company. The independence of each independent director will be reviewed annually by the NC and the Board. Each independent director is required to complete a checklist annually to confirm his independence based on the guidelines as set out in the Code. The independence of any director who has served on the Board beyond nine years from the date of his first appointment will be subject to more rigorous review, taking into account the need for progressive refreshing of the Board. The NC and the Board are of the view that all its independent non-executive directors have satisfied the criteria of independence as a result of its review.

The Board has examined its size and is of the view that it is appropriate for effective decision-making, taking into account the nature and scope of the Group's operations and the requirements of the Group's business.

The composition of the Board will be reviewed annually by the NC to ensure that there is an appropriate mix of expertise and experience, which the Group may tap for assistance in furthering its business objectives and shaping its business strategies. Together, the directors as a group provide an appropriate balance and diversity of skills, experience and industry knowledge, with core competencies in business, finance, accounting, investment, audit and taxation matters.

The independent directors also communicate regularly to discuss matters such as the Group's financial performance, corporate governance initiatives, the performance of the Management, and the remuneration of the executive directors and senior management. Where necessary, the independent directors will meet for discussion without the presence of the Management.

Chairman and Chief Executive Officer

Principle 3: There should be a clear division of responsibilities between the leadership of the Board and the executives responsible for managing the company's business. No one individual should represent a considerable concentration of power.

Mr Ching Chiat Kwong is the Executive Chairman and CEO of the Company and bears executive responsibility for the Group's business performance and promoting high standards of corporate governance. He also assumes the responsibility of the chairman of the Board and is responsible for scheduling Board meetings as and when required, setting the agenda for Board meetings and ensuring the quality, quantity and timeliness of the flow of information between the Management, the Board and shareholders. He is also responsible for ensuring compliance with the Company's guidelines on corporate governance.

Mr Low See Ching is the Deputy CEO and Executive Director of the Company and supports the CEO in business development, formulation of corporate strategies and charting the future direction of the Group.

The Company has not created a separate CEO position as the Board is of the view that the current Board composition is appropriate and effective for the purposes for which the Board's roles and responsibilities are set up. The Board is of the view that with the establishment of the three Board committees, there are adequate safeguards in place to prevent an uneven concentration of power and authority in a single individual.

In view that Mr Ching Chiat Kwong is both Executive Chairman and CEO, the Board has appointed Mr Ng Weng Sui Harry as the lead independent director. The lead independent director is available to shareholders where they have concerns and for which contact through the normal channels of the Executive Chairman and CEO or Financial Controller has failed to resolve or is inappropriate. Led by the lead independent director, the independent directors meet without the presence of the other directors, whenever deemed necessary and at least once a year. Where appropriate, the lead independent director provides feedback to the Executive Chairman after such meetings.

Board Membership

Principle 4: There should be a formal and transparent process for the appointment and re-appointment of directors to the Board.

The NC comprises the following members:-

Phua Sian Chin (Chairman)
Ng Weng Sui Harry
Lim Yeow Hua @ Lim You Qin

The chairman of the NC, Mr Phua Sian Chin, is an independent director, while Mr Ng Weng Sui Harry is the lead independent director and Mr Lim Yeow Hua @ Lim You Qin is an independent director. Mr Phua Sian Chin is not associated with any substantial shareholder of the Company.

The key terms of reference of the NC are as follows:-

- to make recommendations to the Board on relevant matters relating to the review of board succession plans for directors, in particular, the Executive Chairman and for the CEO, to develop a process for evaluation of the performance of the Board, the Board committees and directors, and to review training and professional development programmes for the Board;

- to make recommendations to the Board on the appointment and re-appointment of directors (including alternate directors, if applicable), taking into consideration the composition and progressive renewal of the Board and each director's competencies, commitment, contribution and performance (such as attendance, preparedness, participation and candour);

- to ensure that all directors submit themselves for re-nomination and re-appointment at regular intervals and at least once every three years;

- to determine annually, and as and when circumstances require, whether a director (including an alternate director) is independent;

- to decide if a director is able to and has been adequately carrying out his duties as a director of the Company, taking into consideration the director's number of listed company board representations and other principal commitments; and

- to assess the effectiveness of the Board as a whole and its Board committees and the contribution by the Executive Chairman and each individual director to the effectiveness of the Board.

The NC is in charge of re-nominating the directors, having regard to their contribution and performance. Pursuant to Article 104 of the Company's Articles of Association, one-third of the directors shall retire from office at the Company's Annual General Meeting ("**AGM**"), provided that all directors shall retire at least once every three years. Pursuant to Article 106, a retiring director shall be eligible for re-election at the meeting at which he retires. In addition, Article 114 provides that a director appointed by the Board must retire and submit himself for re-election at the next AGM following his appointment.

The NC determines annually whether a director is independent, taking into consideration the checklist completed by each independent director to confirm his independence. Such checklist is drawn up based on the guidelines provided in the Code. The NC is of the view that the non-executive independent directors are independent.

The dates of initial appointment of each director, together with his directorships in other listed companies, are set out below:-

Name of director	Appointment	Date of initial appointment	Date of last re-election	Current directorships in listed companies	Past directorships in listed companies
Ching Chiat Kwong	Executive Chairman and CEO	16 March 2010	28 October 2016	NewSat Limited	Artivision Technologies Ltd. BRC Asia Limited HG Metal Manufacturing Limited Median Group Inc. (formerly Clixster Mobile Group Inc.)
Low See Ching	Deputy CEO and Executive Director	16 March 2010	28 October 2015	Hafary Holdings Limited	HG Metal Manufacturing Limited

Name of director	Appointment	Date of initial appointment	Date of last re-election	Current directorships in listed companies	Past directorships in listed companies
Ng Weng Sui Harry	Lead Independent Director	28 September 2010	28 October 2015	Artivision Technologies Ltd. HG Metal Manufacturing Limited IEV Holdings Limited Q&M Dental Group (Singapore) Limited	None
Phua Sian Chin	Independent Director	28 September 2010	28 October 2016	None	None
Lim Yeow Hua @ Lim You Qin	Independent Director	30 April 2014	27 October 2014	KTL Global Limited KSH Holdings Limited Ying Li International Real Estate Limited	Advanced Integrated Manufacturing Corp. Ltd. (delisted) China Minzhong Food Corporation Limited (delisted) Eratat Lifestyle Limited (delisted)

According to Article 104 of the Company's Articles of Association, Mr Low See Ching and Mr Lim Yeow Hua @ Lim You Qin will retire at the Company's forthcoming AGM and will be eligible for re-election.

When a director has multiple board representations, the NC also considers whether or not the director is able to and has adequately carried out his duties as a director of the Company. The NC is satisfied that sufficient time and attention has been given by the directors to the affairs of the Company, notwithstanding that some of the directors have multiple board representations. The Board is of the view that there is no necessity at this point in time to determine the maximum number of listed company board representations which a director may hold, as each director is able to devote sufficient time and attention to the affairs of the Company.

When the need for a new director arises, or where it is considered that the Board would benefit from the services of a new director with particular skills or to replace a retiring director, the NC, in consultation with the Board, determines the selection criteria and selects candidates with the appropriate expertise and experience for the position. In its search and nomination process for new directors, the NC may rely on search companies, personal contacts and recommendations for the right candidates.

The profiles and key information on the individual directors and their shareholdings in the Company are set out in the "Board of Directors" section and the "Statement by Directors" section of this Annual Report. None of the directors holds shares directly in the subsidiaries of the Company.

Board Performance

Principle 5: There should be a formal annual assessment of the effectiveness of the Board as a whole and its board committees and the contribution by each director to the effectiveness of the Board.

The Board's performance is reflected in the overall performance of the Group. The Board ensures compliance with the applicable laws and the Board members act in good faith, with due diligence and care in the best interest of the Company and its shareholders.

The NC is responsible for assessing the effectiveness of the Board as a whole and for assessing the contribution of each individual director. Given the size of the Board, the NC is of the view that it is not necessary to assess each Board committee. The NC has established a review process and proposed objective performance criteria set out in assessment checklists which are approved by the Board. The performance criteria include how the Board has enhanced long-term shareholders' value, financial performance indicators as well as share price performance. These performance criteria will not be changed from year to year and where circumstances deem it necessary for any of the criteria to be changed, the onus will be on the Board to justify such changes.

The evaluation of individual directors aims to assess whether each director continues to contribute effectively and demonstrate commitment to the role (including commitment of time for Board and committee meetings, and any other duties). The Executive Chairman will be briefed on the results of the performance evaluation, and where appropriate, propose new members be appointed to the Board or seek the resignation of directors, in consultation with the NC.

Access to Information

Principle 6: In order to fulfil their responsibilities, directors should be provided with complete, adequate and timely information prior to Board meetings and on an on-going basis so as to enable them to make informed decisions to discharge their duties and responsibilities.

The Company recognises that the flow of relevant, complete and accurate information on a timely basis is critical for the Board to discharge its duties effectively. The Management provides the Board with quarterly management accounts, as well as relevant background or explanatory information relating to the matters that would be discussed at the Board meetings, prior to the scheduled meetings. All directors are also furnished with updates on the financial position and any material developments of the Group as and when necessary. The Board has separate and independent access to the company secretary and the Management at all times. Under the direction of the Executive Chairman, the company secretary facilitates information flow within the Board and its committees and between the Management and non-executive directors. The company secretary attends all meetings of the Board and Board committees and ensures that all Board procedures are followed and applicable rules and regulations are complied with. The minutes of all Board committee meetings are circulated to the Board. The appointment and removal of the company secretary are subject to the approval of the Board as a whole.

The Board will have independent access to professional advice when required, subject to the approval of the Executive Chairman. The fees of professional advice will be borne by the Company.

REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

Principle 7: There should be a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual directors. No director should be involved in deciding his own remuneration.

The RC comprises the following members:-

Lim Yeow Hua @ Lim You Qin (Chairman)
Phua Sian Chin
Ng Weng Sui Harry

The chairman of the RC, Mr Lim Yeow Hua @ Lim You Qin, is an independent director, while Mr Ng Weng Sui Harry is the lead independent director and Mr Phua Sian Chin is an independent director.

The key terms of reference of the RC are as follows:-

- to review and recommend for endorsement by the entire Board a general framework of remuneration for the directors and key management personnel;
- to review and recommend for endorsement by the entire Board the specific remuneration packages for each director as well as for the key management personnel, covering all aspects of remuneration including but not limited to directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, and benefits in kind;
- to review and recommend to the Board the terms of renewal of the service contracts of directors; and
- to review the Company's obligations arising in the event of termination of the executive directors and key management personnel's contracts of services, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous.

The RC's recommendations are submitted for endorsement by the entire Board. No director is involved in deciding his own remuneration. If necessary, the RC will seek expert advice on the remuneration of directors.

Level and Mix of Remuneration

Principle 8: The level and structure of remuneration should be aligned with the long-term interest and risk policies of the company, and should be appropriate to attract, retain and motivate (a) the directors to provide good stewardship of the company, and (b) key management personnel to successfully manage the company. However, companies should avoid paying more than is necessary for this purpose.

In setting remuneration packages, the Company takes into consideration the remuneration packages and employment conditions within the industry and in comparable companies. The remuneration package also takes into account the Company's relative performance and the performance of individual directors and key management personnel. The remuneration package is designed to allow the Company to better align the interests of the executive directors and key management personnel with those of shareholders and link rewards to corporate and individual performance.

The directors are paid directors' fees, taking into account factors such as effort and time spent, and responsibilities of the directors. The independent directors are not over-compensated to the extent that their independence may be compromised. Directors' fees are recommended by the Board for approval at the Company's AGM.

The remuneration package of the executive directors includes a basic salary and an annual incentive bonus based on the audited profit before income tax of the Group.

The Company has entered into service agreements with the Executive Chairman and CEO, Mr Ching Chiat Kwong, and the Deputy CEO and Executive Director, Mr Low See Ching, for initial periods of three years. Upon the expiry of the initial period of three years, the employment of the executive directors would be automatically renewed on a year-to-year basis on such terms and conditions as the parties may agree. The service agreements provide for termination by each party giving not less than six months' notice in writing.

The RC is of the view that it is currently not necessary to have contractual provisions to allow the Company to reclaim incentive components of remuneration from the executive directors and key management personnel in exceptional circumstances of misstatement of financial statements, or of misconduct resulting in financial loss to the Company.

Currently, the Company does not have any long-term incentive schemes.

Disclosure on Remuneration

Principle 9: Every company should provide clear disclosure of its remuneration policies, level and mix of remuneration, and the procedure for setting remuneration, in the company's annual report. It should provide disclosure in relation to its remuneration policies to enable investors to understand the link between remuneration paid to directors and key management personnel, and performance.

The following shows the level and mix of the remuneration paid or payable for FY2017 to each director and key management personnel (who is not also a director):-

Remuneration bands	Salary[1] %	Variable or performance related income/ bonuses %	Directors' fees[2] %	Total %
Directors				
S$15,500,000 to S$15,750,000				
Ching Chiat Kwong[3]	2	98	–	100
S$2,500,000 to S$2,750,000				
Low See Ching[4]	10	88	2	100
Below S$250,000				
Ng Weng Sui Harry	–	–	100	100
Phua Sian Chin	–	–	100	100
Lim Yeow Hua @ Lim You Qin	–	–	100	100
Key Management Personnel				
Below S$250,000				
Ching Chiat Dee, Judy[5]	81	19	–	100
Ooi Chee Eng	73	27	–	100
Lim Chee Chong, Eddie	100	–	–	100
Lim Ying Jie, Eugene	81	19	–	100
Ong Pee Hock, John	82	18	–	100

Notes:-

(1) Salary is inclusive of salary, allowances and Central Provident Fund contributions.

(2) Directors' fees are subject to the approval of the shareholders at the forthcoming AGM.

(3) Based on his service agreement, Mr Ching Chiat Kwong is eligible to be paid an incentive bonus, if the profit before tax less minority interests of the Group ("**PBT**") exceeds S$3.0 million based on the audited financial statements, equivalent to 3% of the first S$2.0 million of the PBT exceeding S$3.0 million, 4% of the next S$2.5 million of the PBT, and 5% of the PBT in excess of S$7.5 million. Based on the audited financial statements for FY2017, an incentive bonus of S$15.3 million would be paid to Mr Ching Chiat Kwong.

(4) Based on his service agreement, Mr Low See Ching is eligible to be paid an incentive bonus, if the adjusted PBT of the Group ("**Adjusted PBT**") exceeds S$3.0 million based on the audited financial statements, equivalent to 1.5% of the first S$2.0 million of the Adjusted PBT exceeding S$3.0 million, 2% of the next S$2.5 million of the Adjusted PBT, and 2.5% of the Adjusted PBT in excess of S$7.5 million. Based on the audited financial statements for FY2017, an incentive bonus of S$2.3 million would be paid to Mr Low See Ching.

(5) Ms Ching Chiat Dee, Judy is the sister of Mr Ching Chiat Kwong, the Executive Chairman and CEO of the Company.

The aggregate remuneration paid to the top five key management personnel of the Group in FY2017 amounted to S$1,017,000.

The Board is of the view that full disclosure of the specific remuneration of each individual director and key management personnel is not in the best interests of the Company, taking into account the sensitive nature of the subject, the competitive business environment the Group operates in and the potential negative impact such disclosure will have on the Group.

Save as disclosed in note (5) above, there is no employee who is an immediate family member of a director or the CEO and was paid more than S$50,000 during FY2017. "Immediate family member" means spouse, child, adopted child, step-child, brother, sister and parent. The Company has not disclosed the remuneration of such employee in bands of S$50,000 due to the sensitive and confidential nature of the subject.

Currently, the Company does not have any employee share schemes.

ACCOUNTABILITY AND AUDIT

Accountability

Principle 10: The Board should present a balanced and understandable assessment of the company's performance, position and prospects.

The Board understands its accountability to the shareholders on the Group's performance, financial position and prospects. The objectives of the presentation of the annual financial statements and quarterly announcements to its shareholders are to provide the shareholders with a detailed and balanced analysis and explanation of the Group's performance, financial position and prospects. In line with the rules of the SGX-ST Listing Manual, the Board provides a negative assurance statement to the shareholders in respect of the interim financial statements.

The Management understands its role in providing all members of the Board with the management accounts and such explanation and information on a regular basis and as the Board may require from time to time to enable the Board to make a balanced and informed assessment of the Group's performance, financial position and prospects.

Risk Management and Internal Controls

Principle 11: The Board is responsible for the governance of risk. The Board should ensure that Management maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the company's assets, and should determine the nature and extent of the significant risks which the Board is willing to take in achieving its strategic objectives.

The Board acknowledges that it is responsible for the overall internal control framework, but recognises that no cost effective control system will preclude all errors and irregularities, as a system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss.

The Group has implemented a system of internal controls designed to provide reasonable but not absolute assurance that assets are safeguarded, proper accounting records are maintained, operational controls are adequate and business risks are suitably managed. The Board oversees the Management in the design, implementation and monitoring of the risk management and internal control systems, and reviews the adequacy and effectiveness of such systems at least annually.

The internal auditor conducts annual reviews of the effectiveness of the Group's key internal controls, including financial, operational, compliance and information technology controls, and risk management. The external auditor conducts reviews of the internal accounting controls that are relevant to the statutory audit. Any material non-compliance or lapses in internal controls, together with recommendations for improvement, are reported to the AC and the Board. The timely and proper implementation of all required corrective, preventive or improvement measures are closely monitored.

The Board has received assurance from the CEO and the Financial Controller (a) that the financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances, and (b) regarding the effectiveness of the Company's risk management and internal control systems.

Based on the various internal controls put in place by the Group, the work performed and reports submitted by the internal and external auditors of the Group and the reviews carried out by the Board and the AC, the Board, with the concurrence of the AC, is of the opinion that the internal controls of the Group, including financial, operational, compliance and information technology controls, and risk management systems, were adequate and effective as at 30 June 2017.

Audit Committee

Principle 12: The Board should establish an Audit Committee ("AC") with written terms of reference which clearly set out its authority and duties.

The AC comprises the following members:-

Ng Weng Sui Harry (Chairman)
Phua Sian Chin
Lim Yeow Hua @ Lim You Qin

The chairman of the AC, Mr Ng Weng Sui Harry, is the lead independent director, while Mr Phua Sian Chin and Mr Lim Yeow Hua @ Lim You Qin are independent directors. All AC members have accounting or related financial management qualification to discharge their responsibilities as members of the committee. No former partner or director of the Company's existing external auditor is a member of the AC.

The key terms of reference of the AC are as follows:-

- to review the audit plans of the internal auditor, including the results of the internal auditor's review and evaluation of the Group's system of internal controls;

- to review the annual consolidated financial statements and the external auditor's report on those financial statements, and discuss any significant adjustments, major risk areas, changes in accounting policies, compliance with relevant financial reporting standards, concerns and issues arising from their audits including any matters which the auditors may wish to discuss in the absence of Management, where necessary, before submission to the Board for approval;

- to review the periodic consolidated financial statements comprising the profit and loss statements and the statements of financial position and such other information required by the SGX-ST Listing Manual, before submission to the Board for approval;

- to review and discuss with the external and internal auditors any suspected fraud, irregularity or infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position and the Management's response;

- to review the co-operation given by the Management to the internal and external auditors;

- to review the audit plans of the internal and external auditors and the result of the external auditor's review and evaluation of the Group's system of internal accounting controls that are relevant to the statutory audit;

- to review the independence of the external auditor annually;

- to make recommendations to the Board on the proposals to the shareholders on the appointment, re-appointment and removal of the external auditor, and approve the remuneration and terms of engagement of the external auditor;

- to review and/or ratify any interested person transactions falling within the scope of Chapter 9 of the SGX-ST Listing Manual;

- to review potential conflicts of interests (if any);

- to review the procedures by which employees of the Group and any other persons may, in confidence, report to the Chairman of the AC, possible improprieties in matters of financial reporting or other matters and ensuring that there are arrangements in place for such concerns to be raised and independently investigated, and for appropriate follow-up action to be taken;

- to ensure that the internal audit function is adequately resourced and has appropriate standing within the Group, and review the adequacy and effectiveness of the internal audit function at least annually;

- to review and report to the Board at least annually the adequacy and effectiveness of the Company's internal controls, including financial, operational, compliance and information technology controls, and risk management;

- to review the scope and results of the external audit and its cost effectiveness and the independence and objectivity of the external auditor, and where the external auditor also provides a substantial volume of non-audit services to the Company, keep the nature and extent of such services under review, seeking to maintain objectivity;

- to approve internal control procedures and arrangements for all interested person transactions; and

- to undertake such other reviews and projects as may be requested by the Board and report to the Board its findings from time to time on matters arising and requiring the attention of the AC.

The AC has explicit authority to investigate any matter within its terms of reference, full access to and co-operation by the Management and full discretion to invite any director or executive officer of the Group to attend its meetings, and is given reasonable resources to enable it to discharge its functions properly and effectively.

The AC meets with the internal and external auditors, without the presence of the Management, at least annually.

The external auditor updates the AC on any changes in accounting standards impacting the financial statements of the Group before an audit commences.

The AC reviews the whistle-blowing policy and procedures, which provide staff with well-defined and accessible channels within the Group for reporting possible improprieties in matters of financial reporting or other matters in confidence and ensure that there is independent investigation of such matters and appropriate follow-up action.

The Company's external auditor is RSM Chio Lim LLP. During FY2017, the fees paid by the Company to the external auditor for audit and non-audit services amounted to S$212,000 and S$250,000, respectively. The AC has undertaken a review of all non-audit services provided to the Company by the external auditor and they would not, in the AC's opinion, affect the independence of the external auditor. As such, the AC has recommended to the Board that RSM Chio Lim LLP be nominated for re-appointment as external auditor at the forthcoming AGM.

The Company has complied with Rules 712 and 716 of the SGX-ST Listing Manual in relation to its external auditor.

Internal Audit

Principle 13: The company should establish an effective internal audit function that is adequately resourced and independent of the activities it audits.

The Board recognises the importance of maintaining a system of internal controls to safeguard the shareholders' investments and the Group's assets. The Company outsourced the internal audit function to a professional firm to review the Company's internal control processes in FY2017. The AC is satisfied that the internal audit firm is staffed by suitably qualified and experienced persons.

The internal auditor report primarily to the AC Chairman and administratively to the CEO. The internal auditor plans their internal audit schedules in consultation with, but independent of, the Management. The AC approves the annual internal audit plans, and reviews the scope and the results of the internal audit performed by the internal auditors. The internal auditor carries out their work in accordance with the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors. The AC ensures the adequacy of the internal audit function at least annually.

SHAREHOLDER RIGHTS AND RESPONSIBILITIES

Shareholder Rights

Principle 14: Companies should treat all shareholders fairly and equitably, and should recognise, protect and facilitate the exercise of shareholders' rights, and continually review and update such governance arrangements.

The Company strives for timeliness and consistency in its disclosures to shareholders. It is the Company's policy to keep all shareholders informed of developments or changes that will have a material impact on the Company's share price, through announcements via SGXNet. Such announcements are communicated on an immediate basis, or as soon as possible where immediate disclosure is not practicable.

Shareholders are informed of general meetings through notices published in the newspapers, through reports or circulars sent to all shareholders and via SGXNet. The Company encourages shareholders' participation during the general meetings. Shareholders are able to engage the Board and the Management on the Group's business activities, financial performance and other business-related matters during the general meetings. Resolutions are passed through a process of voting and shareholders are entitled to vote in accordance with established voting rules and procedures.

Communication with Shareholders

Principle 15: Companies should actively engage their shareholders and put in place an investor relations policy to promote regular, effective and fair communication with shareholders.

The Company's quarterly and full year results announcements, corporate presentations, announcements and press releases are issued via SGXNet. Shareholders have access to information on the Group via the Company's website. The Company discloses all material information on a timely basis to all shareholders. Where there is inadvertent disclosure made to a select group, the Company will endeavour to make the same disclosure publicly to all others promptly.

From time to time, the Company holds investor road shows for investors to seek a better understanding of the Group's business.

The Company does not have a formal dividend policy. The form, frequency and amount of dividends will depend on the Group's earnings, financial position, results of operations, capital needs, plans for expansion, and other factors as the Board may deem appropriate.

Conduct of Shareholder Meetings

Principle 16: Companies should encourage greater shareholder participation at general meetings of shareholders, and allow shareholders the opportunity to communicate their views on various matters affecting the company.

The Company supports the Code's principle to encourage communication with and participation by shareholders. Shareholders are encouraged to attend the AGM to ensure a greater level of shareholder participation. The Articles of Association allow a shareholder of the Company to appoint up to two proxies to attend the AGM and vote in place of the shareholder, unless the shareholder is a relevant intermediary (as defined in Section 181 of the Companies Act). A relevant intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder.

Shareholders are given the opportunity to pose questions to the Board or the Management at the AGM. The members of the AC, NC and RC will be present at the AGM to answer questions relating to matters overseen by the respective committees. The external auditor will also be present to assist in addressing queries from shareholders relating to the conduct of audit and the preparation and content of the auditor's report. Minutes of general meetings, including relevant substantial comments or queries from shareholders relating to the agenda of the meeting and responses from the Board or the Management, are available to shareholders upon their request.

All resolutions are put to vote by poll and an announcement of the detailed results is made after the conclusion of the AGM. The Board notes that there should be separate resolutions at general meetings on each substantially separate issue and supports the Code's principles as regards "bundling" of resolutions. In the event that there are resolutions which are interlinked, the Board will provide reasons and material implications.

RISK MANAGEMENT

Pursuant to the SGX-ST Listing Manual Rule 1207(4)(b)(iv), the Group is continually reviewing and improving its business and operational activities to take into account the risk management perspective. This includes reviewing management and manpower resources and updating work flows, processes and procedures to meet the current and future market conditions. The Group has also considered the various financial risks and management, details of which can be found in the Annual Report.

DEALING IN SECURITIES

The Group has adopted and implemented policies in line with the SGX-ST's best practices in relation to the dealing of shares of the Company. The policies have been made known to directors, executive officers and any other persons as determined by the Management who may possess unpublished material price-sensitive information of the Group. The Group has procedures in place prohibiting directors and officers from dealing in the Company's shares during the two weeks before the announcement of the Company's financial statements for each of the first three quarters of its financial year and the one month before the announcement of the Company's full year financial statements ("Prohibited Periods"), or if they are in possession of unpublished material price-sensitive information of the Group.

Directors and officers are required to comply with and observe the laws on insider trading even if they trade in the Company's securities outside the Prohibited Periods. They are discouraged from dealing in the Company's securities on short-term considerations and should be mindful of the law on insider trading.

INTERESTED PERSON TRANSACTIONS

The Company is required to comply with the requisite rules under Chapter 9 of the Listing Manual for interested person transactions.

All interested person transactions will be properly documented and submitted to the AC for quarterly review to ensure that they are carried out on an arm's length basis, on normal commercial terms and will not be prejudicial to the interests of the shareholders.

In addition, an interested person transaction of value equal to or more than 3% of the Group's latest audited net tangible assets will be approved by the AC prior to entry into such transactions.

In the event that a member of the AC is interested in any interested person transaction, he will abstain from reviewing that particular transaction.

The Board will ensure that all disclosure, approval and other requirements on interested person transactions, including those required by prevailing legislation, the Listing Manual and accounting standards are complied with.

The Company has obtained a general mandate from its shareholders for transactions with Oxley Construction Pte. Ltd., an interested person, for the provision of building and construction services in the ordinary course of business to the Group.

Save as disclosed below, there were no material contracts of the Group involving the interests of any director or controlling shareholder, either still subsisting at the end of FY2017 or if not then subsisting, entered into since the end of the financial year ended 30 June 2016.

The aggregate value of interested person transactions during FY2017 is as follows:-

Name of interested person	Aggregate value of all interested person transactions during FY2017 (excluding transactions less than S$100,000 and transaction conducted under shareholders' mandate pursuant to Rule 920) (S$'000)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S$100,000) (S$'000)
Oxley Construction Pte. Ltd. for construction of property development projects and construction of showflats	–	2,665
Agrivabriant Pte. Ltd. for purchase of property from the Group	9,000	–

Oxley Tower, Singapore

FINANCIAL CONTENTS

The directors of the Company are pleased to present the accompanying financial statements of the Company and of the Group for the reporting year ended 30 June 2017.

1. Opinion of the directors

In the opinion of the directors,

(a) the accompanying consolidated financial statements of the Group and statement of financial position and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 30 June 2017 and of the financial performance, changes in equity and cash flows of the Group, and changes in equity of the Company for the reporting year ended on that date;

(b) at the date of the statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

The board of directors approved and authorised these financial statements for issue.

2. Directors

The directors of the Company in office at the date of this statement are:

Ching Chiat Kwong
Low See Ching
Ng Weng Sui Harry
Phua Sian Chin
Lim Yeow Hua @ Lim You Qin

3. Directors' interests in shares and debentures

The directors of the Company holding office at the end of the reporting year were not interested in shares in or debentures of the Company or other related body corporate as recorded in the register of directors' shareholdings kept by the Company under section 164 of the Singapore Companies Act, Chapter 50 (the "Act") except as follows:

Name of directors and companies in which interests are held	At beginning of the reporting year	Direct interest At end of the reporting year	At 21 July 2017
The Company	**Number of ordinary shares of no par value**		
Ching Chiat Kwong	1,259,087,510	1,251,832,610	1,251,832,610
Low See Ching	845,337,191	845,337,191	845,337,191
Ng Weng Sui Harry	350,000	350,000	350,000

Name of directors and companies in which interests are held	At beginning of the reporting year	Deemed interest At end of the reporting year	At 21 July 2017
The Company	**Number of ordinary shares of no par value**		
Ching Chiat Kwong	–	8,000,000	8,000,000

3. **Directors' interests in shares and debentures (cont'd)**

Name of directors and companies in which interests are held	Direct interest At beginning of the reporting year	At end of the reporting year	At 21 July 2017
Subsidiary – Oxley MTN Pte. Ltd.	**Bonds**		
Ching Chiat Kwong	$3,000,000 [a]	–	–
Subsidiary – Oxley MTN Pte. Ltd.	**Euro Medium Term Notes**		
Ching Chiat Kwong	–	–	US$5,000,000 [b]

[a] The bonds bore fixed interest rate of 5.15% per annum had been redeemed during the reporting year 2017.

[b] The Euro Medium Term Notes bear fixed interest rate of 6.375% per annum and are due in reporting year 2021.

By virtue of section 7 of the Act, Ching Chiat Kwong and Low See Ching are deemed to have an interest in all related body corporates of the Company.

4. **Arrangements to enable directors to acquire benefits by means of the acquisition of shares and debentures**

Neither at the end of the reporting year nor at any time during the reporting year did there subsist arrangements to which the Company is a party, being arrangements whose objects are, or one of whose objects is, to enable directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

5. **Options**

During the reporting year, no option to take up unissued shares of the Company or other body corporate in the Group was granted and there were no shares issued by virtue of the exercise of an option to take up unissued shares.

At the end of the reporting year, there were no unissued shares under option.

6. **Independent auditor**

RSM Chio Lim LLP has expressed willingness to accept re-appointment.

7. **Audit committee**

The members of the audit committee at the date of this statement are as follows:

Ng Weng Sui Harry	(Chairman of audit committee and Lead Independent Director)
Phua Sian Chin	(Independent Director)
Lim Yeow Hua @ Lim You Qin	(Independent Director)

The audit committee performs the functions specified by section 201B (5) of the Act. Among other functions, it performed the following:

- Reviewed with the independent external auditor their audit plan.
- Reviewed with the independent external auditor their evaluation of the Company's internal accounting controls that are relevant to their statutory audit, and their report on the financial statements and the assistance given by management to them.

7. Audit committee (cont'd)

- Reviewed with the internal auditor the scope and results of the internal audit procedures (including those relating to financial, operational and compliance controls and risk management) and the assistance given by management to the internal auditor.

- Reviewed the financial statements of the Group and of the Company prior to their submission to the directors of the Company for adoption.

- Reviewed the interested person transactions (as defined in Chapter 9 of the Singapore Exchange Securities Trading Limited's Listing Manual).

Other functions performed by the audit committee are described in the Corporate Governance Report included in the Annual Report of the Company. It also includes an explanation of how independent auditor's objectivity and independence are safeguarded where the independent auditor provide non-audit services.

The audit committee has recommended to the board of directors that RSM Chio Lim LLP be nominated for re-appointment as the independent auditor at the next annual general meeting of the Company.

8. Subsequent developments

There are no significant developments subsequent to the release of the Group's and the Company's preliminary financial statements, as announced on 21 August 2017, which would materially affect the Group's and the Company's operating and financial performance as of the date of this statement.

On behalf of the directors

Ching Chiat Kwong Director	Low See Ching Director

29 September 2017

Report on the audit of the financial statements

Opinion

We have audited the accompanying financial statements of Oxley Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 30 June 2017, and the consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows of the Group, and statement of changes in equity of the Company for the reporting year then ended, and notes to the financial statements, including the significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Singapore Companies Act, Chapter 50 (the "Act") and Financial Reporting Standards in Singapore ("FRSs") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 30 June 2017 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and the changes in equity of the Company for the reporting year ended on that date.

Basis for opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1) Fair value of investment properties and properties classified as property, plant and equipment

Please also refer to Notes 2A, 2C, 13 and 14 to the financial statements.

Investment properties and properties classified as property, plant and equipment of the Group are significant as at the end of the reporting year.

The Group carries its investment properties and properties classified as property, plant and equipment at fair value with changes in fair value being recognised in profit or loss and other comprehensive income respectively. In determining the fair values, the independent professional valuers engaged by management have used valuation techniques which involve certain estimates. In relying on the valuation reports, management has exercised judgement to ensure that the valuation methods and estimates are reflective of current market conditions.

Our audit procedures included (a) assessment of the professional competence and objectivity of the valuers and discussion with management to understand the credentials of the valuers engaged; (b) inquiring whether there were other matters that might affect the valuers' professional objectivity and checks were performed to verify that the valuers engaged by management are members of a professional body or registered with a particular association or institute which requires its members to comply with the relevant code of ethics and professional conduct; and (c) obtaining an understanding of the basis of the valuation. We considered the valuation methodologies used by management and by other valuers for similar property types. We also performed an independent assessment on the key assumptions and estimates such as price per square meter used in the valuation by comparing them against historical and available industry data.

We instructed the component auditors to carry out the similar audit procedures and reviewed their work.

We also assessed the adequacy of the Group's disclosures about those assumptions to which the outcome of the valuation is most sensitive, that is, those that have the most significant effect on the determination of the fair values of the investment properties and properties classified as property, plant and equipment.

Key audit matters (cont'd)

2) Net realisable value of development properties

Please also refer to Notes 2A, 2C and 21 to the financial statements.

The Group is mainly engaged in property development activities and has significant development properties as at the end of the reporting year.

The Group has a business presence across a number of countries overseas. Changes on demand arising from government policies and changes in global economic activity might exert downward pressure on transaction volumes and properties prices in the global market. A review by management is made on development properties held for sale for declines in net realisable value below cost and an allowance is recorded against the carrying amount for any such declines. The review requires management to consider the future demand for the development properties. In any case the net realisable value represents the best estimate of the recoverable amount and is based on the acceptable evidence available at the end of the reporting year.

Estimating the net realisable value require management to make an estimate of the expected selling price of the unsold development properties based on recent transactions or open market-based measurements of the unsold units.

Our audit procedures included (a) checking of the net realisable value of the development properties held for sale by comparing cost to subsequent selling prices; (b) assessing the reasonableness of the expected selling price of the unsold development properties used in the impairment assessment against historical and available industry data, taking into consideration comparability and external market factors; and (c) obtaining assurance over the appropriateness of management's assumptions applied in calculating the value of impairment allowances by assessing the Group's expectations for future sales.

We instructed the component auditors to carry out the similar audit procedures and reviewed their work.

We satisfied ourselves that the allowances for write down of unsold development properties are supportable on the basis of historical trends as well as management's expectations for future sales.

Information other than the financial statements and auditor's report thereon

Management is responsible for the other information. The other information comprises the statement by directors and annual report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and directors for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and FRSs, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

(a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

(b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

(c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

(d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

(e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

(f) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Chan Weng Keen.

RSM Chio Lim LLP
Public Accountants and
Chartered Accountants
Singapore

29 September 2017

Engagement partner - effective from reporting year ended 30 June 2016

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Reporting year ended 30 June 2017

	Notes	2017 $'000	2016 $'000
Revenue	5	1,343,019	981,361
Cost of sales		(956,822)	(687,490)
Gross profit		386,197	293,871
Other income	6	2,900	1,798
Interest income		2,526	4,746
Other gains	7	21,118	106,563
Marketing and distribution costs		(11,003)	(14,340)
Administrative expenses		(42,589)	(28,009)
Other losses	7	(18,321)	(26,439)
Finance costs	9	(41,639)	(54,513)
Share of profit from equity-accounted associates and joint ventures		263	79,729
Profit before income tax		299,452	363,406
Income tax expense	10	(71,802)	(68,011)
Profit, net of tax		227,650	295,395
Other comprehensive income			
Items that will not be reclassified to profit or loss:			
Gains on properties revaluation, net of tax		73,114	754
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations		1,291	(33,121)
Total other comprehensive income / (loss), net of tax		74,405	(32,367)
Total comprehensive income		302,055	263,028
Profit, net of tax attributable to:			
Owners of the Company		218,105	206,003
Non-controlling interests		9,545	89,392
		227,650	295,395
Total comprehensive income attributable to:			
Owners of the Company		292,525	173,616
Non-controlling interests		9,530	89,412
		302,055	263,028

		2017 Cents	2016 Cents
Basic and diluted earnings per share	11	7.45	7.00

The accompanying notes form an integral part of these financial statements.

	Notes	Group 2017 $'000	Group 2016 $'000	Company 2017 $'000	Company 2016 $'000
ASSETS					
Non-current assets					
Property, plant and equipment	13	910,639	690,084	2,811	212
Investment properties	14	484,723	403,754	–	–
Investments in subsidiaries	15	–	–	30,074	32,035
Investments in associates	16	179,140	159,429	490	490
Investments in joint ventures	17	37,022	42,787	13,074	23,074
Deferred tax assets	10	846	9,241	–	–
Other receivables	18	31,046	32,631	602,405	598,352
Available-for-sale financial assets	19	2,239	2,239	–	–
Total non-current assets		1,645,655	1,340,165	648,854	654,163
Current assets					
Asset classified as held for sale	20	4,606	–	–	–
Development properties	21	2,012,651	2,460,655	–	–
Trade and other receivables	22	481,166	358,896	1,163,138	900,483
Other assets	23	50,269	21,526	300	150
Cash and cash equivalents	24	413,545	551,253	37,181	86,846
Total current assets		2,962,237	3,392,330	1,200,619	987,479
Total assets		4,607,892	4,732,495	1,849,473	1,641,642
EQUITY AND LIABILITIES					
Equity attributable to owners of the Company					
Share capital	25	154,363	156,025	154,363	156,025
Retained earnings		690,347	502,959	264,059	119,657
Other reserves	26	200,099	125,679	–	–
Equity, attributable to owners of the Company		1,044,809	784,663	418,422	275,682
Non-controlling interests		44,072	180,557	–	–
Total equity		1,088,881	965,220	418,422	275,682
Non-current liabilities					
Deferred tax liabilities	10	86,498	126,484	–	–
Other financial liabilities	27	1,849,558	1,234,589	344,437	108,551
Total non-current liabilities		1,936,056	1,361,073	344,437	108,551
Current liabilities					
Income tax payable		108,628	33,581	1,577	1,577
Trade and other payables	28	469,063	346,191	919,484	841,292
Other financial liabilities	27	609,565	1,420,925	165,553	414,540
Other liabilities	29	395,699	605,505	–	–
Total current liabilities		1,582,955	2,406,202	1,086,614	1,257,409
Total liabilities		3,519,011	3,767,275	1,431,051	1,365,960
Total equity and liabilities		4,607,892	4,732,495	1,849,473	1,641,642

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY

Reporting year ended 30 June 2017

Group	Share capital $'000	Retained earnings $'000	Other reserves $'000	Equity attributable to owners of the Company sub-total $'000	Non-controlling interests $'000	Total equity $'000
Current year:						
Opening balance at 1 July 2016	156,025	502,959	125,679	784,663	180,557	965,220
Purchase of treasury shares (Note 25)	(1,662)	–	–	(1,662)	–	(1,662)
Return of capital contribution to non-controlling interest	–	–	–	–	(490)	(490)
Increase in capital contribution by non-controlling interest	–	–	–	–	694	694
Total comprehensive income for the year	–	218,105	74,420	292,525	9,530	302,055
Dividends paid (Note 12)	–	(30,717)	–	(30,717)	(146,219)	(176,936)
Closing balance at 30 June 2017	154,363	690,347	200,099	1,044,809	44,072	1,088,881
Previous year:						
Opening balance at 1 July 2015	163,880	357,618	158,066	679,564	110,793	790,357
Purchase of treasury shares (Note 25)	(7,855)	–	–	(7,855)	–	(7,855)
Total comprehensive income for the year	–	206,003	(32,387)	173,616	89,412	263,028
Dividends paid (Note 12)	–	(60,662)	–	(60,662)	(19,648)	(80,310)
Closing balance at 30 June 2016	156,025	502,959	125,679	784,663	180,557	965,220

Company	Share capital $'000	Retained earnings $'000	Total equity $'000
Current year:			
Opening balance at 1 July 2016	156,025	119,657	275,682
Purchase of treasury shares (Note 25)	(1,662)	–	(1,662)
Total comprehensive income for the year	–	175,119	175,119
Dividends paid (Note 12)	–	(30,717)	(30,717)
Closing balance at 30 June 2017	154,363	264,059	418,422
Previous year:			
Opening balance at 1 July 2015	163,880	149,211	313,091
Purchase of treasury shares (Note 25)	(7,855)	–	(7,855)
Total comprehensive income for the year	–	31,108	31,108
Dividends paid (Note 12)	–	(60,662)	(60,662)
Closing balance at 30 June 2016	156,025	119,657	275,682

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

Reporting year ended 30 June 2017

	2017 $'000	2016 $'000
Cash flows from operating activities		
Profit before income tax	299,452	363,406
Interest income	(2,526)	(4,746)
Finance costs	41,639	54,513
Share of profit from equity-accounted associates and joint ventures	(263)	(79,729)
Depreciation of property, plant and equipment	670	499
Write-off of property, plant and equipment	88	1
Impairment loss on development properties	18,280	12,938
Fair value gains on financial instruments	(1,514)	(808)
Gains on disposal of long-term investments	–	(25,619)
Gains on fair value changes in investment properties	(16,274)	(76,436)
Gains on disposal of property, plant and equipment	(16)	–
Net effect of exchange rate changes	(19,103)	(18,136)
Operating cash flows before changes in working capital	320,433	225,883
Development properties	470,459	66,393
Trade and other receivables	(165,004)	(75,894)
Other assets	(28,743)	1,751
Trade and other payables	102,293	100,714
Other liabilities	(209,805)	29,478
Cash flows from operations	489,633	348,325
Income taxes paid	(28,345)	(19,752)
Net cash flows generated from operating activities	461,288	328,573
Cash flows from investing activities		
Additions of property, plant and equipment	(124,302)	(33,017)
Additions of investment properties	(54,562)	(26,758)
Other receivables, non-current	1,585	(6,587)
Increase in long-term investments (Note 19)	–	(2,239)
Proceeds from disposal of long-term investments	–	29,136
Proceeds from disposal of property, plant and equipment	122	–
Proceeds from disposal of investment properties	3,200	–
Investments in associates (Note 16)	(33,576)	(110,085)
Investments in joint ventures (Note 17)	(4,089)	(16,762)
Dividends from associates and joint ventures	18,246	41,433
Interest income received	2,526	4,746
Net cash flows used in investing activities	(190,850)	(120,133)
Cash flows from financing activities		
Dividends paid to equity owners	(30,717)	(60,662)
Dividends paid to non-controlling interests	(146,219)	(19,648)
Purchase of treasury shares	(1,662)	(7,855)
Proceeds from borrowings	1,647,747	840,441
Repayment of borrowings	(1,842,624)	(615,007)
Net movement in balance with non-controlling shareholders	63,342	8,676
Return of capital contribution to non-controlling shareholders	(490)	–
Increase in capital contribution by non-controlling shareholders	694	–
Interest expense paid	(100,160)	(131,924)
Net cash flows (used in) / generated from financing activities	(410,089)	14,021
Net (decrease) / increase in cash and cash equivalents	(139,651)	222,461
Cash and cash equivalents, at beginning of the reporting year	551,253	343,974
Effects of exchange rate changes on cash held in foreign currency	1,943	(15,182)
Cash and cash equivalents, at end of the reporting year (Note 24)	413,545	551,253

The accompanying notes form an integral part of these financial statements.

1. General

Oxley Holdings Limited (the "Company") is incorporated in Singapore with limited liability. It is listed on the Main Board of Singapore Exchange Securities Trading Limited ("SGX-ST").

The financial statements cover the Company and its subsidiaries, the Group's interests in joint ventures and associates (collectively the "Group"). All financial information presented in Singapore Dollars ("$") have been rounded to the nearest thousand ("$'000") unless when otherwise indicated.

The board of directors approved and authorised these financial statements for issue on the date of the statement by directors.

The principal activities of the Company are investment holding and provision of management services.

The principal activities of the subsidiaries are described in Note 39 below.

The registered office and principal place of business of the Company was located at 50 Raffles Place, #11-02 Singapore Land Tower, Singapore 048623. In May 2017, the Company relocated its registered office and principal place of business to 138 Robinson Road, #30-01 Oxley Tower, Singapore 068906.

Accounting convention

The financial statements have been prepared in accordance with the Financial Reporting Standards in Singapore ("FRS") and the related Interpretations to FRS ("INT FRS") as issued by the Singapore Accounting Standards Council and the Singapore Companies Act, Chapter 50 (the "Act"). The financial statements are prepared on a going concern basis under the historical cost convention except where an FRS requires an alternative treatment (such as fair values) as disclosed where appropriate in these financial statements. Other comprehensive income comprises items of income and expense (including reclassification adjustments) that are not recognised in the profit or loss, as required or permitted by FRS. Reclassification adjustments are amounts reclassified to profit or loss in the current reporting year that were recognised in other comprehensive income in the current or previous reporting years.

Basis of preparation of the financial statements

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Actual results could differ from those estimates. The estimates and assumptions are reviewed on an ongoing basis. Apart from those involving estimations, management has made judgements in the process of applying the entity's accounting policies. The areas requiring management's critical judgements, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 2C below, where applicable.

Basis of presentation

The consolidated financial statements include the financial statements made up to the end of the reporting year of the Company and all of its subsidiaries. The consolidated financial statements are the financial statements of the Group in which the assets, liabilities, equity, income, expenses and cash flows of the parent and its subsidiaries are presented as those of a single economic entity and are prepared using uniform accounting policies for like transactions and other events in similar circumstances. All significant intragroup balances and transactions, including income, expenses and cash flows are eliminated on consolidation. Subsidiaries are consolidated from the date the reporting entity obtains control of the investee and cease when the Group loses control of the investee. Control exists when the Group has the power to govern the financial and operating policies so as to gain benefits from its activities.

Changes in the Group's ownership interest in a subsidiary that do not result in the loss of control are accounted for within equity as transactions with owners in their capacity as owners. The carrying amounts of the Group's and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. When the Group loses control of a subsidiary it derecognises the assets and liabilities and related equity components of the former subsidiary. Any gain or loss is recognised in profit or loss. Any investment retained in the former subsidiary is measured at fair value at the date when control is lost and is subsequently accounted as available-for-sale financial assets in accordance with FRS 39.

The Company's separate financial statements have been prepared on the same basis, and as permitted by the Act, the Company's separate statement of profit or loss and other comprehensive income and statement of cash flows are not presented.

2. Significant accounting policies and other explanatory information

2A. Significant accounting policies

Revenue recognition

The revenue amount is the fair value of the consideration received or receivable from the gross inflow of economic benefits during the reporting year arising from the course of the activities of the entity and it is shown net of any related sales taxes and rebates.

Revenue from development properties is recognised in accordance with the accounting policy on development properties (see below).

Rental income is recognised on a time-proportion basis that takes into account the effective yield on the asset on a straight-line basis over the lease term.

Interest income is recognised using the effective interest method.

Dividend income from equity instruments is recognised when the entity's right to receive dividend is established.

Development properties

Development properties are classified into (a) development properties completed and held for sale; (b) development properties held for sale in the process of development accounted under the completion of construction method; and (c) development properties in the process of development accounted under the stage of completion method.

Development properties completed and held for sale

Revenue is normally recognised when risks and rewards of ownership have been transferred which is usually taken to be when legal title passes to the buyer or when the equitable interest in a property vest in the buyer before legal title passes and provided that the reporting entity has no further substantial acts to complete under the contract. These properties are measured at the lower of cost (specific identification method) and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

Development properties held for sale in the process of development accounted under the completion of construction method

Revenue is recognised and is regarded as earned from the sale of goods within the scope of FRS 18 and is accounted in the similar manner as development properties completed and held for sale. These are with or without an agreement for the construction of real estate in which buyers have only limited ability to influence the design of the real estate. Project costs consist of costs that relate directly to the specific project, costs that are attributable to project activity in general and can be allocated to the project and such other costs as are specifically chargeable to the project. These are measured at the lower of cost (specific identification method) and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Development properties in the process of development accounted under the stage of completion method

The reporting entity transfers continuously (as construction progresses) to the buyer the control and the significant risks and rewards of ownership of the work in progress in its current state. In this case, revenue is recognised by reference to the stage of completion using the stage of completion method for the construction contract. Development properties in the process of development accounted under the stage of completion method are for standard residential property sales in Singapore that meet the criteria for stage of completion method of accounting. Under the various mechanisms in the Singapore legal framework and the contractual rights, the purchaser obtains control over the uncompleted property unit as construction progresses. These contracts cover the residential and mixed development properties under progressive payment schemes in Singapore.

2. Significant accounting policies and other explanatory information (cont'd)

2A. Significant accounting policies (cont'd)

Development properties (cont'd)

Development properties in the process of development accounted under the stage of completion method (cont'd)

When the outcome of a construction contract for development properties under the stage of completion method can be estimated reliably, the contract revenue and contract costs associated with the contract are recognised in profit or loss by reference to the stage of completion of the contract activity at the end of the reporting year using the surveys of work performed method.

Contract costs consist of costs that relate directly to the specific contract, costs that are attributable to contract activity in general and can be allocated to the contract and such other costs as are specifically chargeable to the customer under the terms of the contract. Variations in contract work, claims and incentive payments are included to the extent that they have been agreed by the customer. The stage of completion method relies on estimates of total expected contract revenue and costs, as well as dependable measurement of the progress made towards completing a particular contract. Recognised revenues and profits are subject to revisions during the contract in the event that the assumptions regarding the overall contract outcome are revised. The cumulative impact of a revision in estimates is recorded in the period such revisions become likely and estimable. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately. The work in progress contracts have operating cycles longer than one year. The management includes in current assets amounts relating to the contracts realisable over a period in excess of one year.

Employee benefits

Contributions to a defined contribution retirement benefit plan are recorded as an expense as they fall due. The entity's legal or constructive obligation is limited to the amount that it is obligated to contribute to an independently administered fund (such as the Central Provident Fund in Singapore, a government managed defined contribution retirement benefit plan). For employee leave entitlement the expected cost of short-term employee benefits in the form of compensated absences is recognised in the case of accumulating compensated absences, when the employees render service that increases their entitlement to future compensated absences; and in the case of non-accumulating compensated absences, when the absences occur. A liability for bonuses is recognised where the entity is contractually obliged or where there is constructive obligation based on past practice.

Operating leases

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets are classified as operating leases. For operating leases, lease payments are recognised as an expense in profit or loss on a straight-line basis over the term of the relevant lease unless another systematic basis is representative of the time pattern of the user's benefit, even if the payments are not on that basis. Lease incentives received are recognised in profit or loss as an integral part of the total lease expense.

Borrowing costs

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Interest expense is calculated using the effective interest method. Borrowing costs are recognised as an expense in the period in which they are incurred except that borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset that necessarily take a substantial period of time to get ready for their intended use or sale are capitalised as part of the cost of that asset until substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

Foreign currency transactions

The functional currency is the Singapore Dollars as it reflects the primary economic environment in which the entity operates. Transactions in foreign currencies are recorded in the functional currency at the rates ruling at the dates of the transactions. At each end of the reporting year, recorded monetary balances and balances measured at fair value that are denominated in non-functional currencies are reported at the rates ruling at the end of the reporting year and fair value measurement dates respectively. All realised and unrealised exchange adjustment gains and losses are dealt with in profit or loss except when recognised in other comprehensive income and if applicable deferred in equity such as for qualifying cash flow hedges. The presentation is in the functional currency.

2. Significant accounting policies and other explanatory information (cont'd)

2A. Significant accounting policies (cont'd)

Translation of financial statements of other entities

Each entity in the Group determines the appropriate functional currency as it reflects the primary economic environment in which the relevant reporting entity operates. In translating the financial statements of such an entity for incorporation in the consolidated financial statements in the presentation currency the assets and liabilities denominated in other currencies are translated at end of the reporting year rates of exchange and the income and expense items for each statement presenting profit or loss and other comprehensive income are translated at average rates of exchange for the reporting year. The resulting translation adjustments (if any) are recognised in other comprehensive income and accumulated in a separate component of equity until the disposal of that relevant reporting entity.

Segment reporting

The reporting entity discloses financial and descriptive information about its consolidated reportable segments. Reportable segments are operating segments or aggregations of operating segments that meet specified criteria. Operating segments are components about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing the performance. Generally, financial information is reported on the same basis as it is used internally for evaluating operating segment performance and deciding how to allocate resources to operating segments.

Income tax

The income taxes are accounted using the asset and liability method that requires the recognition of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequence of events that have been recognised in the financial statements or tax returns. The measurements of current and deferred tax liabilities and assets are based on provisions of the enacted or substantially enacted tax laws by the end of the reporting year; the effects of future changes in tax laws or rates are not anticipated. Tax expense (tax income) is the aggregate amount included in the determination of profit or loss for the reporting year in respect of current tax and deferred tax. Current and deferred income taxes are recognised as income or as an expense in profit or loss unless the tax relates to items that are recognised in the same or a different period outside profit or loss. For such items recognised outside profit or loss the current tax and deferred tax are recognised (a) in other comprehensive income if the tax is related to an item recognised in other comprehensive income and (b) directly in equity if the tax is related to an item recognised directly in equity. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same income tax authority. The carrying amount of deferred tax assets is reviewed at each end of the reporting year and is reduced, if necessary, by the amount of any tax benefits that, based on available evidence, are not expected to be realised. A deferred tax amount is recognised for all temporary differences, unless the deferred tax amount arises from the initial recognition of an asset or liability in a transaction which (i) is not a business combination; and (ii) at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss). A deferred tax liability or asset is recognised for all taxable temporary differences associated with investments in subsidiaries, associates, and joint arrangements except where the reporting entity is able to control the timing of the reversal of the taxable temporary difference and it is probable that the taxable temporary difference will not reverse in the foreseeable future or for deductible temporary differences, they will not reverse in the foreseeable future and they cannot be utilised against taxable profits.

Property, plant and equipment

Property, plant and equipment are carried at cost on initial recognition. After initial recognition, property, plant and equipment other than freehold and leasehold properties are carried at cost less any accumulated depreciation and any accumulated impairment losses. The gain or loss arising from the derecognition of an item of property, plant and equipment other than freehold and leasehold properties is measured as the difference between the net disposal proceeds, if any, and the carrying amount of the item and is recognised in profit or loss. The residual value and the useful life of an asset is reviewed at least at each end of the reporting year and, if expectations differ significantly from previous estimates, the changes are accounted for as a change in an accounting estimate, and the depreciation charge for the current and future periods are adjusted.

2. Significant accounting policies and other explanatory information (cont'd)

2A. Significant accounting policies (cont'd)

Property, plant and equipment (cont'd)

Cost also includes acquisition cost, borrowing cost capitalised and any cost directly attributable to bringing the asset or component to the location and condition necessary for it to be capable of operating in the manner intended by management. Subsequent costs are recognised as an asset only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss when they are incurred.

Freehold and leasehold properties are carried at a revalued amount, being its fair value at the date of the revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are made with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be measured using fair value at the end of the reporting year and the entire class of property, plant and equipment to which that asset belongs is revalued.

When an asset's carrying amount is increased as a result of a revaluation, the increase is recognised in other comprehensive income and accumulated in equity under the heading of revaluation reserve except that the increase is recognised in profit or loss to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss.

When an asset's carrying amount is decreased, the decrease is recognised in other comprehensive income to the extent of any credit balance existing in the revaluation surplus in respect of that asset. The decrease recognised in other comprehensive income reduces the amount accumulated in equity under the heading of revaluation surplus. The revaluation reserve included in equity is transferred directly to retained earnings when the asset is derecognised.

When an item of property, plant and equipment is revalued, the carrying amount of that asset is adjusted to the revalued amount. At the date of the revaluation, the accumulated depreciation is eliminated against the gross carrying amount of the asset and the net amount restated to the revalued amount of the asset.

Depreciation is provided on a straight-line method to allocate the gross carrying amounts of the assets, less their residual values over their estimated useful lives of each part of an item of these assets. The estimated useful lives of these assets are as follows:

Building (freehold)	–	60 years
Office fixtures and equipment	–	3-5 years
Renovation	–	3 years

An asset is depreciated when it is available for use until it is derecognised even if during that period the item is idle. Fully depreciated assets still in use are retained in the financial statements.

Assets under construction included in property, plant and equipment are not depreciated as these assets are not yet available for use.

Investment property

Investment property is property (land or a building or part of a building or both) owned or held under a finance lease to earn rentals or for capital appreciation or both, rather than for use in the production or supply of goods or services or for administrative purposes or sale in the ordinary course of business. It includes an investment property in the course of construction.

After initial recognition at cost including transaction costs the fair value model is used to measure the investment property at fair value as of the end of the reporting year. A gain or loss arising from a change in the fair value of investment property is included in profit or loss for the reporting year in which it arises. The fair values are measured periodically on a systematic basis at least once yearly by external independent valuers having an appropriate recognised professional qualification and recent experience in the location and category of property being valued.

Until construction or development is complete a property is classified as investment property if the units are to be held for investments. It is not classified as investment property if it is acquired exclusively with a view to subsequent disposal in the near future or for development and resale or it is held for future development and subsequent use as owner-occupied property.

2. Significant accounting policies and other explanatory information (cont'd)

2A. Significant accounting policies (cont'd)

Subsidiaries

A subsidiary is an entity including unincorporated and special purpose entity that is controlled by the reporting entity and the reporting entity is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The existence and effect of substantive potential voting rights that the reporting entity has the practical ability to exercise (that is, substantive rights) are considered when assessing whether the reporting entity controls another entity.

In the Company's separate financial statements, an investment in a subsidiary is accounted for at cost less any allowance for impairment in value. Impairment loss recognised in profit or loss for a subsidiary is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying value and the net book value of the investment in a subsidiary are not necessarily indicative of the amount that would be realised in a current market exchange.

Associates

An associate is an entity including an unincorporated entity in which the reporting entity has a significant influence and that is neither a subsidiary nor a joint arrangement of the reporting entity. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. An investment in an associate includes goodwill on acquisition, which is accounted for in accordance with FRS 103 Business Combinations. However the entire carrying amount of the investment is tested under FRS 36 for impairment, by comparing its recoverable amount (higher of value in use and fair value) with its carrying amount, whenever application of the requirements in FRS 39 indicates that the investment may be impaired.

In the consolidated financial statements, the accounting for investment in an associate is on the equity method. Under the equity method the investment is initially recognised at cost and adjusted thereafter for the post-acquisition change in the investor's share of the investee's net assets. The carrying value and the net book value of the investment in the associate are not necessarily indicative of the amounts that would be realised in a current market exchange. The investor's profit or loss includes its share of the investee's profit or loss and the investor's other comprehensive income includes its share of the investee's other comprehensive income. Losses of an associate in excess of the reporting entity's interest in the relevant associate are not recognised except to the extent that the reporting entity has an obligation. Profits and losses resulting from transactions between the reporting entity and an associate are recognised in the financial statements only to the extent of unrelated reporting entity's interests in the associate. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates are changed where necessary to ensure consistency with the policies adopted by the reporting entity. The reporting entity discontinues the use of the equity method from the date that when its investment ceases to be an associate and accounts for the investment in accordance with FRS 39 from that date. Any gain or loss is recognised in profit or loss. Any investment retained in the former associate is measured at fair value at the date that it ceases to be an associate.

For the consolidated financial statements, any excess of the investor's share of the net fair value of the associate's identifiable assets, and liabilities over the cost of the investment is excluded from the carrying amount of the investment and is instead included as income in the determination of the investor's share of the associate's profit or loss in the period in which the investment is acquired.

In the reporting entity's separate financial statements, an investment in an associate is accounted for at cost less any allowance for impairment in value. Impairment loss recognised in profit or loss for an associate is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying value and the net book value of an investment in the associate are not necessarily indicative of the amounts that would be realised in a current market exchange.

2. Significant accounting policies and other explanatory information (cont'd)

2A. Significant accounting policies (cont'd)

Joint arrangements – joint venture

A joint arrangement (that is, either a joint operation or a joint venture, depending on the rights and obligations of the jointly controlling parties to the arrangement), is one in which the reporting entity is party to an arrangement of which two or more parties have joint control, which is the contractually agreed sharing of control of the arrangement; it exists only when decisions about the relevant activities (that is, activities that significantly affect the returns of the arrangement) require the unanimous consent of the parties sharing control. In a joint venture, the parties with joint control have rights to the net assets of the arrangement.

The reporting interests in joint ventures are recognised using the equity method in accordance with FRS 28 Investments in Associates and Joint Ventures (as described above for associates).

In the reporting entity's separate financial statements, an investment in a joint venture is accounted for at cost less any allowance for impairment in value. Impairment loss recognised in profit or loss for a joint venture is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying value and the net book value of an investment in the joint venture are not necessarily indicative of the amounts that would be realised in a current market exchange.

Business combinations

A business combination is a transaction or other event which requires that the assets acquired and liabilities assumed constitute a business. It is accounted for by applying the acquisition method of accounting. The cost of business combination includes the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the acquirer, in exchange for control of the acquiree. The acquisition-related costs are expensed in the periods in which the costs are incurred and the services are received except for any costs to issue debt or equity securities are recognised in accordance with FRS 32 and FRS 39. As of the acquisition date, the acquirer recognises, separately from goodwill, the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree measured at acquisition-date fair values as defined in and that meet the conditions for recognition under FRS 103. If there is gain on bargain purchase, for the gain on bargain purchase a reassessment is made of the identification and measurement of the cost of the business combination and any excess remaining after this reassessment is recognised immediately in profit or loss.

Non-controlling interests

The non-controlling interest is equity in a subsidiary not attributable, directly or indirectly, to the reporting entity as the parent. The non-controlling interest is presented in the consolidated statement of financial position within equity, separately from the equity of the owners of the Company. For each business combination, any non-controlling interest in the acquiree (subsidiary) is initially measured either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Where the non-controlling interest is measured at fair value, the valuation techniques and key model inputs used are disclosed in the relevant note. Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Impairment of non-financial assets

The carrying amount of non-financial assets is reviewed at each end of the reporting year for indications of impairment and where an asset is impaired, it is written down through profit or loss to its estimated recoverable amount. The impairment loss is the excess of the carrying amount over the recoverable amount and is recognised in profit or loss unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs of disposal and its value in use. When the fair value less costs of disposal method is used, any available recent market transactions are taken into consideration. When the value in use method is adopted, in assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

2. Significant accounting policies and other explanatory information (cont'd)

2A. Significant accounting policies (cont'd)

Impairment of non-financial assets (cont'd)

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). At each end of the reporting year, non-financial assets with impairment loss recognised in prior periods are assessed for possible reversal of the impairment. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been measured, net of depreciation or amortisation, if no impairment loss had been recognised.

However, an impairment loss on a revalued asset is recognised in other comprehensive income and accumulated in equity under the heading of revaluation surplus for the asset to the extent that the impairment loss does not exceed the amount in the revaluation surplus for that same asset.

Financial assets

Initial recognition, measurement and derecognition:

A financial asset is recognised on the statement of financial position when, and only when, the entity becomes a party to the contractual provisions of the instrument. The initial recognition of financial assets is at fair value normally represented by the transaction price. The transaction price for financial asset not classified at fair value through profit or loss includes the transaction costs that are directly attributable to the acquisition or issue of the financial asset. Transaction costs incurred on the acquisition or issue of financial assets classified at fair value through profit or loss are expensed immediately. The transactions are recorded at the trade date. When the settlement date accounting is applied, any change in the fair value of the asset to be received during the period between the trade date and the settlement date is recognised in net profit or loss for assets classified as trading.

Irrespective of the legal form of the transactions performed, financial assets are derecognised when they pass the "substance over form" based on the derecognition test prescribed by FRS 39 relating to the transfer of risks and rewards of ownership and the transfer of control. Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is currently a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Subsequent measurement:

Subsequent measurement based on the classification of the financial assets in one of the following categories under FRS 39 is as follows:

#1. Financial assets at fair value through profit or loss: As at end of the reporting year, there were no financial assets classified in this category.

#2. Loans and receivables: Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Assets that are for sale immediately or in the near term are not classified in this category. These assets are carried at amortised costs using the effective interest method (except that short-duration receivables with no stated interest rate are normally measured at original invoice amount unless the effect of imputing interest would be significant) minus any reduction (directly or through the use of an allowance account) for impairment or uncollectibility. Impairment charges are provided only when there is objective evidence that an impairment loss has been incurred as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. The methodology ensures that an impairment loss is not recognised on the initial recognition of an asset. Losses expected as a result of future events, no matter how likely, are not recognised. For impairment, the carrying amount of the asset is reduced through use of an allowance account. The amount of the loss is recognised in profit or loss. An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised. Typically the trade and other receivables are classified in this category.

2. Significant accounting policies and other explanatory information (cont'd)

2A. Significant accounting policies (cont'd)

Financial assets (cont'd)

Subsequent measurement (cont'd):

#3. Held-to-maturity financial assets: As at end of the reporting year, there were no financial assets classified in this category.

#4. Available-for-sale financial assets: These are non-derivative financial assets that are designated as available-for-sale on initial recognition or are not classified in one of the previous categories. These assets are carried at fair value. Changes in fair value of available-for-sale financial assets (other than those relating to foreign exchange translation differences on monetary investments) are recognised in other comprehensive income and accumulated in a separate component of equity under the heading revaluation reserves. Such reserves are reclassified to profit or loss when realised through disposal. When there is objective evidence that the asset is impaired, the cumulative loss is reclassified from equity to profit or loss as a reclassification adjustment. A significant or prolonged decline in the fair value of the investment below its cost is considered to be objective evidence of impairment. If, in a subsequent period, the fair value of an equity instrument classified as available-for-sale increases and the increase can be objectively related to an event occurring after the impairment loss, it is reversed against revaluation reserves and is not subsequently reversed through profit or loss. However, for debt instruments classified as available-for-sale impairment losses recognised in profit or loss are subsequently reversed if an increase in the fair value of the instrument can be objectively related to an event occurring after the recognition of the impairment loss. For non-equity instruments classified as available-for-sale the reversal of impairment is recognised in profit or loss. The weighted average method is used when determining the cost basis of publicly listed equities being disposed of. Usually non-current investments in equity shares and debt securities are classified in this category but it does not include subsidiaries, joint ventures, or associates. Unquoted investments are stated at cost less allowance for impairment in value where there are no market prices, and management is unable to establish fair value by using valuation techniques except that where management can establish fair value by using valuation techniques the relevant unquoted investments are stated at fair value. For unquoted equity instruments impairment losses are not reversed.

Cash and cash equivalents

Cash and cash equivalents include bank and cash balances and on demand deposits. For the consolidated statement of cash flows the item includes cash and cash equivalents less cash subject to restriction and bank overdrafts payable on demand that form an integral part of cash management.

Financial liabilities

Initial recognition, measurement and derecognition:

A financial liability is recognised on the statement of financial position when, and only when, the entity becomes a party to the contractual provisions of the instrument and it is derecognised when the obligation specified in the contract is discharged or cancelled or expires. The initial recognition of financial liability is at fair value normally represented by the transaction price. The transaction price for financial liability not classified at fair value through profit or loss includes the transaction costs that are directly attributable to the acquisition or issue of the financial liability. Transaction costs incurred on the acquisition or issue of financial liability classified at fair value through profit or loss are expensed immediately. The transactions are recorded at the trade date.

Subsequent measurement:

Subsequent measurement based on the classification of the financial liabilities in one of the following categories under FRS 39 is as follows:

#1. Liabilities at fair value through profit or loss: Liabilities are classified in this category when they are incurred principally for the purpose of selling or repurchasing in the near term (trading liabilities) or are derivatives (except for a derivative that is a designated and effective hedging instrument) or have been classified in this category because the conditions are met to use the "fair value option" and it is used. All changes in fair value relating to liabilities at fair value through profit or loss are charged to profit or loss as incurred.

#2. Other financial liabilities: All liabilities, which have not been classified in the previous category fall into this residual category. These liabilities are carried at amortised cost using the effective interest method.

2. Significant accounting policies and other explanatory information (cont'd)

2A. Significant accounting policies (cont'd)

Derivatives

All derivatives are initially recognised at cost and subsequently measured at fair value. Certain derivatives are entered into in order to hedge some transactions and all the strict hedging criteria prescribed by FRS 39 are not met. In those cases, even though the transaction has its economic and business rationale, hedge accounting cannot be applied. As a result, changes in the fair value of those derivatives are recognised directly in profit or loss and the hedged item follows normal accounting policies.

Hedging

Entities under the Group are exposed to currency and interest rate risks. The policy is to reduce currency and interest rate exposures through derivatives and other hedging instruments. From time to time, there may be borrowings and foreign exchange arrangements or interest rate swap contracts or similar instruments entered into as hedges against changes in interest rates, cash flows or the fair value of the financial assets and liabilities. The gain or loss from remeasuring these hedging or other arrangement instruments at fair value are recognised in profit or loss. The derivatives and other hedging instruments used are described below in the notes to the financial statements.

Fair value measurement

When measuring fair value, management uses the assumptions that market participants would use when pricing the asset or liability under current market conditions, including assumptions about risk. It is a market-based measurement, not an entity-specific measurement. The entity's intention to hold an asset or to settle or otherwise fulfil a liability is not taken into account as relevant when measuring fair value. In making the fair value measurement, management determines the following: (a) the particular asset or liability being measured (these are identified and disclosed in the relevant notes below); (b) for a non-financial asset, the highest and best use of the asset and whether the asset is used in combination with other assets or on a stand-alone basis; (c) the market in which an orderly transaction would take place for the asset or liability; and (d) the appropriate valuation techniques to use when measuring fair value. The valuation techniques used maximise the use of relevant observable inputs and minimise unobservable inputs. These inputs are consistent with the inputs a market participant may use when pricing the asset or liability.

The fair value measurements categorise the inputs used to measure fair value by using a fair value hierarchy of three levels. These are recurring fair value measurements unless stated otherwise in the relevant notes to the financial statements. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date. Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable inputs for the asset or liability. The level is measured on the basis of the lowest level input that is significant to the fair value measurement in its entirety. Transfers between levels of the fair value hierarchy are deemed to have occurred at the beginning of the reporting year. If a financial instrument measured at fair value has a bid price and an ask price, the price within the bid-ask spread or mid-market pricing that is most representative of fair value in the circumstances is used to measure fair value regardless of where the input is categorised within the fair value hierarchy. If there is no market, or the markets available are not active, the fair value is established by using an acceptable valuation technique.

The carrying values of current financial instruments approximate their fair values due to the short-term maturity of these instruments and the disclosures of fair value are not made when the carrying amount of current financial instruments is a reasonable approximation of the fair value. The fair values of non-current financial instruments may not be disclosed separately unless there are significant differences at the end of the reporting year and in the event the fair values are disclosed in the relevant notes to the financial statements.

2. Significant accounting policies and other explanatory information (cont'd)

2B. Other explanatory information

Provisions

A liability or provision is recognised when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. A provision is made using best estimates of the amount required in settlement and where the effect of the time value of money is material, the amount recognised is the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense. Changes in estimates are reflected in profit or loss in the reporting year they occur.

Assets classified as held for sale

Identifiable assets and liabilities and any disposal groups are classified as held for sale if their carrying amount is to be recovered principally through a sale transaction rather than through continuing use. The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, except as permitted by FRS 105 in certain circumstances. It can include a subsidiary acquired exclusively with a view to resale. Assets that meet the criteria to be classified as held for sale are measured at the lower of carrying amount and fair value less costs of disposal and are presented separately on the face of the statement of financial position.

Once an asset is classified as held for sale or included in a group of assets held for sale, no further depreciation or amortisation is recorded. Impairment losses on initial classification of the balances as held for sale are included in profit or loss, even when there is a revaluation. The same applies to gains and losses on subsequent remeasurement.

Treasury shares

Where the entity reacquires its own equity instruments as treasury shares, the consideration paid, including any directly attributable incremental cost is deducted from equity attributable to the entity's owners until the shares are cancelled, reissued or disposed of. Where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the entity's owners and no gain or loss is recognised in profit or loss.

2C. Critical judgements, assumptions and estimation uncertainties

The critical judgements made in the process of applying the accounting policies that have the most significant effect on the amounts recognised in the financial statements and the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting year, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities currently or within the next reporting year are discussed below. These estimates and assumptions are periodically monitored to ensure they incorporate all relevant information available at the date when financial statements are prepared. However, this does not prevent actual figures differing from estimates.

Fair values of investment properties and properties classified as property, plant and equipment:

The Group carries its investment properties and properties classified as property, plant and equipment at fair value with changes in fair value being recognised in the profit or loss and other comprehensive income respectively. In determining the fair values, the independent professional valuers engaged by management have used valuation techniques which involve certain estimates. In relying on the valuation reports, management has exercised its judgement to ensure that the valuation methods and estimates are reflective of current market conditions. The carrying amounts and the key assumptions used to determine the fair values are disclosed in Notes 13 and 14.

2. Significant accounting policies and other explanatory information (cont'd)

2C. Critical judgements, assumptions and estimation uncertainties (cont'd)

Net realisable value of development properties:

The Group has a business presence across a number of countries overseas. Changes on demand arising from government policies and changes in global economic activity might exert downward pressure on transaction volumes and properties prices in the global market. A review by management is made on development properties held for sale for declines in net realisable value below cost and an allowance is recorded against the carrying amount for any such declines. The review requires management to consider the future demand for the development properties. In any case the net realisable value represents the best estimate of the recoverable amount and is based on the acceptable evidence available at the end of the reporting year. Estimating the net realisable value require management to make an estimate of the expected selling price of the unsold development properties based on recent transactions or open market-based measurements of the unsold units. The related amounts are disclosed in Note 21.

Accounting for construction contracts:

For development properties in the process of development accounted under the stage of completion method, the method relies on estimates of total expected contract revenue and costs, as well as dependable measurement of the progress made towards completing a particular project. Recognised revenues and profits are subject to revisions during the contract in the event that the assumptions regarding the overall contract outcome are revised. The cumulative impact of a revision in estimates is recorded in the period such revisions become likely and estimable. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. The related amounts are disclosed in Note 21.

Classification of properties under hotel segment:

Management applies judgement in determining the classification of hotels owned by the Group. In determining whether a hotel property owned by the Group is classified as investment property or property, plant and equipment, management considers, among other qualitative factors, the business model, whether the Group could intervene in operating and financial decisions regarding the operations of the property, whether the Group's returns would represent a percentage of the hotels' actual results and whether the Group could terminate the management agreements signed with the operators. Such consideration requires significant judgement. See Note 13.

Income tax amounts:

The entity recognises tax liabilities and tax assets based on an estimation of the likely taxes due, which requires significant judgement as to the ultimate tax determination of certain items. Where the actual amount arising from these issues differs from these estimates, such differences will have an impact on income tax and deferred tax amounts in the period when such determination is made. In addition management judgement is required in determining the amount of current and deferred tax recognised and the extent to which amounts should or can be recognised. A deferred tax asset is recognised for unused tax losses if it is probable that the entity will earn sufficient taxable profit in future periods to benefit from a reduction in tax payments. This involves the management making assumptions within its overall tax planning activities and periodically reassessing them in order to reflect changed circumstances as well as tax regulations. Moreover, the measurement of a deferred tax asset or liability reflects the manner in which the entity expects to recover the asset's carrying value or settle the liability. As a result, due to their inherent nature assessments of likelihood are judgemental and not susceptible to precise determination. The income tax amounts are disclosed in Note 10.

The Group has exposure to income taxes in numerous jurisdictions. Significant assumption is required in determining the provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the year in which such determination is made. The carrying amounts of income taxes are disclosed in the statements of financial position.

2. Significant accounting policies and other explanatory information (cont'd)

2C. Critical judgements, assumptions and estimation uncertainties (cont'd)

Deferred tax – recovery of underlying assets:

The deferred tax relating to an asset is dependent on whether the entity expects to recover the carrying amount of the asset through use or sale. It can be difficult and subjective to assess whether recovery will be through use or through sale when the asset is measured using the fair value model in FRS 40 Investment Property or when fair value is required or permitted by a FRS for a non-depreciable non-financial asset. Management has taken the view that there is clear evidence that it will consume the relevant asset's economic benefits throughout its economic life. See Note 10.

Classification of investment in associate:

The Group holds a 20% equity interest in Galliard (Group) Limited ("Galliard"). Galliard has also issued warrants to an investor and if the warrant holder were to exercise its rights to convert the warrants into new ordinary shares in the capital of Galliard, the Group's equity interest in Galliard would reduce to 18%. Significant influence is presumed to exist (or not exist) when an entity holds 20% or more (or less than 20%) of the voting rights of another entity, unless it can be clearly demonstrated otherwise. Management has exercised significant judgement and determine that the Group continues to have significant influence over Galliard given, among other factors, the Group's participation in policy-making processes and decision-making about dividends and other distributions through its board representation. Based on these factors, management has classified Galliard as an associate in these financial statements. See Note 40.

3. Related party relationships and transactions

FRS 24 on related party disclosures requires the reporting entity to disclose: (a) transactions with its related parties; and (b) relationships between parents and subsidiaries irrespective of whether there have been transactions between those related parties. A party is related to a party if the party controls, or is controlled by, or can significantly influence or is significantly influenced by the other party.

The ultimate controlling parties are Ching Chiat Kwong and Low See Ching, who are directors and controlling shareholders of the Company.

3A. Members of the Group

Related companies in these financial statements include the members of the Group. Associates and joint ventures also include those that are associates and joint ventures of members of the Group.

3B. Related party transactions

There are transactions and arrangements between the Group and its related parties and the effects of these on the basis determined between the parties are reflected in these financial statements. The related party balances and financial guarantees if any are unsecured, without fixed repayment terms and interest or charge unless stated otherwise.

3. Related party relationships and transactions (cont'd)

3B. Related party transactions (cont'd)

Intragroup transactions and balances that have been eliminated in these consolidated financial statements are not disclosed as related party transactions and balances below.

In addition to the transactions and balances disclosed elsewhere in the notes to the financial statements, this item includes the following:

	Group	
	2017 **$'000**	**2016** **$'000**
Related parties		
Purchase of goods and services for construction of development properties [a]	(2,294)	(1,170)
Showroom building costs [a]	(370)	(128)
Revenue – sale of development property [b]	9,000	–
Non-controlling interests		
Interest income	618	1,885
Interest expense	(1,422)	(1,756)
Joint ventures		
Interest income	514	–
Interest expense	–	(828)
Directors		
Sale of bonds	–	3,000

[a] These are companies where a director of the Company, Ching Chiat Kwong, is also a shareholder.

[b] This is a company where two directors of the Company, Ching Chiat Kwong and Low See Ching, are also shareholders.

3C. Key management compensation

	Group	
	2017 **$'000**	**2016** **$'000**
Salaries and other short-term employee benefits	20,191	12,022

The above amounts are included under administrative expenses. Included in the above amounts are the following items:

	Group	
	2017 **$'000**	**2016** **$'000**
Remuneration to directors of the Company	18,295	10,563
Fees to directors of the Company	260	260

Further information about the remuneration of individual directors is provided in the Corporate Governance Report.

Key management personnel are the directors and those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly.

3. Related party relationships and transactions (cont'd)

3D. Other receivables from and other payables to related parties

The trade transactions and the related receivables and payables balances arising from sales and purchases of goods and services are disclosed elsewhere in the notes to the financial statements.

The movements in other receivables from and other payables to related parties are as follows:

	Group		Company	
	2017 $'000	**2016 $'000**	**2017 $'000**	**2016 $'000**
Joint ventures				
Balance at beginning of the year	56,004	40,447	18,159	5,278
Amounts paid out and settlement of liabilities on behalf of another party	96,135	20,339	88,482	13,709
Amounts received and settlement of liabilities on behalf of the Group / Company	(58,457)	(3,708)	(42,422)	–
Transfer from subsidiary to joint venture	6,785	–	6,785	–
Interest income	514	–	258	–
Interest expense	–	(828)	–	(828)
Foreign exchange adjustments	(345)	(246)	–	–
Balance at end of the year	100,636	56,004	71,262	18,159
Presented in the statements of financial position as follows:				
Other receivables, non-current (Note 18)	31,046	32,631	27,530	15,730
Other receivables, current (Note 22)	76,387	28,750	47,732	4,288
Other payables, current (Note 28)	(6,797)	(5,377)	(4,000)	(1,859)
	100,636	56,004	71,262	18,159
Associates				
Balance at beginning of the year	10,192	–	9,776	–
Amounts paid out and settlement of liabilities on behalf of another party	90	10,192	–	9,776
Balance at end of the year	10,282	10,192	9,776	9,776
Presented in the statements of the financial position as follows:				
Other receivables, current (Note 22)	10,282	10,192	9,776	9,776

3. Related party relationships and transactions (cont'd)

3D. Other receivables from and other payables to related parties (cont'd)

	Group 2017 $'000	Group 2016 $'000
Non-controlling interests		
Balance at beginning of the year	(29,926)	(21,250)
Amounts paid out and settlement of liabilities on behalf of another party	109,529	10,501
Amounts received and settlement of liabilities on behalf of the Group	(4,362)	(19,139)
Interest expense	(1,422)	(1,756)
Interest income	618	1,885
Dividends paid	(146,219)	–
Foreign exchange adjustments	(477)	(167)
Balance at end of the year	(72,259)	(29,926)
Presented in the statements of financial position as follows:		
Other receivables, current (Note 22)	4,362	57,297
Other payables, current (Note 28)	(76,621)	(87,223)
	(72,259)	(29,926)

	Company 2017 $'000	Company 2016 $'000
Subsidiaries		
Balance at beginning of the year	607,484	911,383
Amounts paid out and settlement of liabilities on behalf of the Company	141,224	–
Amounts received and settlement of liabilities on behalf of the Company	–	(303,899)
Balance at end of the year	748,708	607,484
Presented in the statements of financial position as follows:		
Other receivables, non-current (Note 18)	574,875	582,622
Other receivables, current (Note 22)	1,081,382	857,442
Other payables, current (Note 28)	(907,549)	(832,580)
	748,708	607,484

4. Financial information by operating segments

4A. Information about reportable segment profit or loss, assets and liabilities

Disclosure of information about operating segments, products and services, the geographical areas, and the major customers are made as required by FRS 108 Operating Segments. This disclosure standard has no impact on the reported financial performance or financial position of the Company.

For management purposes, the Group is organised into the following major business segments that offer different products and services. The Group has four reportable operating segments as follows:

- Property development
- Property investment
- Hotel
- Corporate

Such a structural organisation is determined by the nature of risks and returns associated with each business segment and it defines the management structure as well as the internal reporting system. It represents the basis on which the management reports the primary segment information that is available and that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing the performance of each segment. They are managed separately because each business requires different strategies.

The following tables illustrate the information about the reportable segment profit or loss, assets and liabilities.

4B. Business segments

	Property development $'000	Property investment $'000	Hotel $'000	Corporate $'000	Group $'000
2017					
Segment revenue:					
Revenue from external parties	1,332,137	–	–	–	1,332,137
Rental income	–	10,882	–	–	10,882
Total revenue	1,332,137	10,882	–	–	1,343,019
Segment result:	323,941	1,156	(5,698)	1,115	320,514
Share of profit from equity-accounted joint ventures and associates	–	–	–	263	263
Fair value gains on financial instruments	(4)	(88)	(831)	2,437	1,514
Fair value gains on investment properties	–	16,274	–	–	16,274
Interest income	1,514	–	2	1,010	2,526
Finance costs	(5,314)	(3,785)	(144)	(32,396)	(41,639)
Profit / (loss) before income tax	320,137	13,557	(6,671)	(27,571)	299,452
Income tax expense	(64,102)	(3,597)	–	(4,103)	(71,802)
Profit / (loss), net of tax	256,035	9,960	(6,671)	(31,674)	227,650
Other significant items:					
Depreciation expenses	(251)	(3)	–	(416)	(670)
Gains on fair value changes in investment properties	–	16,274	–	–	16,274
Impairment on development properties	(18,280)	–	–	–	(18,280)

4. Financial information by operating segments (cont'd)

4B. Business segments (cont'd)

	Property development $'000	Property investment $'000	Hotel $'000	Corporate $'000	Group $'000
2016					
Segment revenue:					
Revenue from external parties	971,667	–	–	–	971,667
Rental income	–	9,694	–	–	9,694
Total revenue	971,667	9,694	–	–	981,361
Segment result:	237,001	4,790	–	14,409	256,200
Share of profit from equity-accounted joint ventures and associates	–	–	–	79,729	79,729
Fair value gains on financial instruments	14	–	–	794	808
Fair value gains on investment properties	–	76,436	–	–	76,436
Interest income	2,634	11	–	2,101	4,746
Finance costs	(12,745)	(3,553)	–	(38,215)	(54,513)
Profit before income tax	226,904	77,684	–	58,818	363,406
Income tax expense	(40,379)	(25,596)	–	(2,036)	(68,011)
Profit, net of tax	186,525	52,088	–	56,782	295,395
Other significant items:					
Depreciation expenses	(231)	–	–	(268)	(499)
Gains on fair value changes in investment properties	–	76,436	–	–	76,436
Impairment on development properties	(12,938)	–	–	–	(12,938)

4C. Information about major customers

There are no single external customers that had contributed more than 10% to the Group's revenue.

4D. Assets and reconciliations

	Property development $'000	Property investment $'000	Hotel $'000	Corporate $'000	Group $'000
2017					
Segment assets	2,553,263	560,184	857,896	418,148	4,389,491
Investments in joint ventures and associates	–	–	–	216,162	216,162
Available-for-sale financial assets	–	–	–	2,239	2,239
Total assets	2,553,263	560,184	857,896	636,549	4,607,892
2016					
Segment assets	3,168,064	421,113	641,233	297,630	4,528,040
Investments in joint ventures and associates	–	–	–	202,216	202,216
Available-for-sale financial assets	–	–	–	2,239	2,239
Total assets	3,168,064	421,113	641,233	502,085	4,732,495

4. Financial information by operating segments (cont'd)

4E. Liabilities and reconciliations

	Property development $'000	Property investment $'000	Hotel $'000	Corporate $'000	Group $'000
2017					
Segment liabilities	1,302,478	235,150	538,450	1,442,933	3,519,011
2016					
Segment liabilities	1,934,652	24,125	512,594	1,295,904	3,767,275

4F. Other material items and reconciliations

	Property development $'000	Property investment $'000	Hotel $'000	Corporate $'000	Group $'000
Additions of property, plant and equipment:					
2017	286	4	128,143	6,148	134,581
2016	45	2	43,566	3,634	47,247
Additions of investment properties:					
2017	–	62,069	–	–	62,069
2016	–	28,831	–	–	28,831

4G. Geographical information

The Group operates in numerous geographical areas and the main areas of operations undertaken by the Group are as follows:

- Singapore – property development, property investment, hotel and corporate
- United Kingdom – property development and corporate
- Cambodia – property development and corporate
- Malaysia – property development and corporate
- Ireland – property development and property investment
- Australia – property development and corporate

4. Financial information by operating segments (cont'd)

4G. Geographical information (cont'd)

Revenue and the non-current assets are attributed to countries by the geographical area in which the assets are located.

	Singapore $'000	United Kingdom $'000	Cambodia $'000	Malaysia $'000	Australia $'000	Ireland $'000	Others $'000	Group $'000
2017								
Revenue	1,008,635	334,384	–	–	–	–	–	1,343,019
Non-current assets	1,232,861	495	331	3,677	–	189,877	13	1,427,254
Investments in associates	(17)	143,069	–	–	36,088	–	–	179,140
Investments in joint ventures	3,888	–	9,736	16,059	4,041	–	3,298	37,022
Available-for-sale financial assets	–	–	–	–	–	–	2,239	2,239
Total non-current assets	1,236,732	143,564	10,067	19,736	40,129	189,877	5,550	1,645,655
2016								
Revenue	981,361	–	–	–	–	–	–	981,361
Non-current assets	1,020,899	10,538	317	3,936	–	100,010	10	1,135,710
Investments in associates	(19)	154,841	–	–	–	–	4,607	159,429
Investments in joint ventures	22,661	–	–	16,832	–	–	3,294	42,787
Available-for-sale financial assets	–	–	–	–	–	–	2,239	2,239
Total non-current assets	1,043,541	165,379	317	20,768	–	100,010	10,150	1,340,165

5. Revenue

	Group 2017 $'000	Group 2016 $'000
Revenue from sale of development properties:		
– recognised on completion of construction method	1,017,828	256,967
– recognised on stage of completion method	314,309	714,700
	1,332,137	971,667
Rental income from investment properties	10,882	9,694
Total revenue	1,343,019	981,361

6. Other income

	Group 2017 $'000	Group 2016 $'000
Rental income	362	1,043
Claims on performance bond	1,100	–
Other income	1,438	755
Total other income	2,900	1,798

7. Other gains and (other losses)

	Group 2017 $'000	Group 2016 $'000
Customer deposits forfeited	884	3,292
Foreign exchange adjustments gains / (losses), net	1,998	(13,423)
Fair value gains on financial instruments	1,514	808
Gains on disposal of long-term investments	–	25,619
Gains on disposal of property, plant and equipment	16	–
Gains on fair value changes in investment properties	16,274	76,436
Impairment loss on development properties	(18,280)	(12,938)
Other gains	432	408
Other losses	(41)	(78)
Net	2,797	80,124
Presented in profit or loss as:		
Other gains	21,118	106,563
Other losses	(18,321)	(26,439)
	2,797	80,124

8. Employee benefits expense

	Group 2017 $'000	Group 2016 $'000
Short term employee benefits expense	24,149	13,226
Contribution to defined contribution plan	562	510
	24,711	13,736

The employee benefits expense is charged to administrative expenses.

9. Finance costs

	Group	
	2017 $'000	2016 $'000
Total interest expense	131,458	131,922
Less amounts capitalised in:		
- property, plant and equipment (Note 13)	(10,279)	(14,230)
- investment properties (Note 14)	(7,507)	(2,073)
- development properties (Note 21)	(72,033)	(61,106)
Total finance costs	41,639	54,513

10. Income tax

10A. Components of tax expense / (income) recognised in profit or loss

	Group	
	2017 $'000	2016 $'000
Current tax expense		
Current tax expense	112,805	31,939
Under adjustments in respect of prior years	4,303	1,365
Subtotal	117,108	33,304
Deferred tax expense		
Deferred tax (income) / expense	(43,774)	34,568
(Over) / under adjustments in respect of prior years	(1,532)	139
Subtotal	(45,306)	34,707
Total income tax expense	71,802	68,011

10. Income tax (cont'd)

10A. Components of tax expense / (income) recognised in profit or loss (cont'd)

The reconciliation of income taxes below is determined by applying the Singapore corporate tax rate. The income tax in profit or loss varied from the amount determined by applying the Singapore income tax rate of 17% (2016: 17%) to profit before income tax as a result of the following differences:

	Group 2017 $'000	Group 2016 $'000
Profit before income tax	299,452	363,406
Less: Share of profits from equity-accounted associates and joint ventures	(263)	(79,729)
	299,189	283,677
Income tax expense at the above rate	50,862	48,225
Effect of different tax rates in different countries	2,425	10,754
Expenses not deductible for tax purposes	12,300	6,876
Income not subject to tax	(355)	–
Exemptions	(95)	(455)
Under adjustments to tax in respect of prior years	2,771	1,504
Deferred tax assets not recognised	4,700	466
Other item less than 3% each	(806)	641
Total income tax expense	71,802	68,011

There are no income tax consequences of dividends to owners of the Company.

10B. Deferred tax (income) / expense recognised in profit or loss

	Group 2017 $'000	Group 2016 $'000
Arising from changes in temporary differences:		
Tax losses carryforwards	6,966	(211)
Profits relating to development properties recognised based on stage of completion method	(60,212)	12,793
Fair value gains on investment properties	4,315	24,159
Others	3,625	(2,034)
Total deferred tax (income) / expense recognised in profit or loss	(45,306)	34,707

10C. Tax expense recognised in other comprehensive income

	Group 2017 $'000	Group 2016 $'000
Deferred tax		
Fair value gains on property, plant and equipment	13,716	90

10. Income tax (cont'd)

10D. Deferred tax balance in the statements of financial position

	Group 2017 $'000	Group 2016 $'000
Tax losses carryforwards	846	7,812
Profits relating to development properties recognised based on stage of completion method	–	(60,212)
Fair value gains on investment properties	(36,733)	(32,418)
Fair value gains on property, plant and equipment	(48,175)	(34,459)
Others	(1,590)	2,034
Net balance	(85,652)	(117,243)
Presented in the statements of financial position as follows:		
Deferred tax assets	846	9,241
Deferred tax liabilities	(86,498)	(126,484)
	(85,652)	(117,243)

Deferred tax is recognised on profits relating to development properties is recognised based on stage of completion method. Profits recognised on such qualifying development properties in Singapore are taxed upon completion of the projects.

For the Singapore companies, the realisation of the future income tax benefits from tax loss carryforwards and temporary differences from capital allowances is available for an unlimited future period subject to the conditions imposed by law including the retention of majority shareholders as defined.

10E. Unrecognised deferred tax assets

			Unrecognised deferred tax assets	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Unused tax losses available	42,273	6,324	7,187	1,075
Accruals	–	8,304	–	1,412
	42,273	14,628	7,187	2,487

No deferred tax asset for the tax losses (including deductible temporary differences, unused tax losses and unused tax credit) has been recognised in respect of the above balance, as the future profit streams are not probable against which the deductible temporary difference can be utilised.

11. Earnings per share

The following table illustrates the numerators and denominators used to calculate basic and diluted amount per share of no par value:

	Group	
	2017 $'000	2016 $'000
Numerators:		
Profit, net of tax attributable to owners	218,105	206,003
Denominators:		
Weighted average number of equity shares	2,926,147	2,942,207

Basic and diluted earnings per share ("EPS") are calculated by dividing profit, net of tax for the reporting year attributable to owners of the Company by the weighted average number of equity shares. It is after the neutralisation by the treasury shares.

The weighted average number of equity shares refers to shares in circulation during the reporting year.

There were no dilutive ordinary share equivalents outstanding at the end of the current and previous reporting years.

12. Dividends on equity shares

12A. Dividends to owners of the Company

	Rate per share			
	2017 Cents	2016 Cents	2017 $'000	2016 $'000
Final tax exempt (1-tier) dividend paid in respect of previous reporting year	0.25	0.41	7,314	12,088
Interim exempt (1-tier) dividend paid	0.80	1.65	23,403	48,574
	1.05	2.06	30,717	60,662

In respect of the current reporting year, the directors propose that a final dividend of 0.70 Singapore Cents per share be paid to shareholders after the annual general meeting. There are no income tax consequences. This dividend is subject to approval by shareholders at the next annual general meeting and has not been included as a liability in these financial statements. The proposed dividend is payable in respect of all ordinary shares (excluding treasuring shares) in issue at the end of the reporting year and including any new qualifying shares issued up to the date the dividend becomes payable. There are no income tax consequences of the dividends to owners of the Company.

12B. Dividends to non-controlling interests

Interim exempt (1-tier) dividends totalled $146,219,000 (2016: $19,648,000) were declared by certain subsidiaries to their non-controlling shareholders.

13. Property, plant and equipment

Group	Building	Renovation	Office fixtures and equipment	Assets under construction	Total
	$'000	$'000	$'000	$'000	$'000
Cost or valuation:					
At 1 July 2015	–	763	1,183	641,289	643,235
Additions	–	90	116	47,041	47,247
Written-off	–	–	(2)	–	(2)
Revaluation increase	–	–	–	844	844
Foreign exchange adjustments	–	(14)	(3)	–	(17)
At 30 June 2016	–	839	1,294	689,174	691,307
Additions	–	2,622	518	131,441	134,581
Disposal	–	–	(145)	–	(145)
Written-off	–	(201)	(246)	–	(447)
Reclassification	57,000	–	–	(57,000)	–
Revaluation increase	–	–	–	86,750	86,750
Foreign exchange adjustments	–	(12)	14	–	2
At 30 June 2017	57,000	3,248	1,435	850,365	912,048
Represented by:					
Cost	–	3,248	1,435	–	4,683
Valuation	57,000	–	–	850,365	907,365
Total	57,000	3,248	1,435	850,365	912,048
Accumulated depreciation:					
At 1 July 2015	–	301	433	–	734
Depreciation for the year	–	191	308	–	499
Written-off	–	–	(1)	–	(1)
Foreign exchange adjustments	–	(3)	(6)	–	(9)
At 30 June 2016	–	489	734	–	1,223
Depreciation for the year	80	264	326	–	670
Disposal	–	–	(39)	–	(39)
Written-off	–	(144)	(215)	–	(359)
Revaluation increase	(80)	–	–	–	(80)
Foreign exchange adjustments	–	(5)	(1)	–	(6)
At 30 June 2017	–	604	805	–	1,409
Carrying value:					
At 1 July 2015	–	462	750	641,289	642,501
At 30 June 2016	–	350	560	689,174	690,084
At 30 June 2017	57,000	2,644	630	850,365	910,639

13. Property, plant and equipment (cont'd)

Company	Renovation $'000	Office fixtures and equipment $'000	Total $'000
Cost:			
At 1 July 2015	112	309	421
Additions	86	67	153
At 30 June 2016	198	376	574
Additions	2,723	291	3,014
Written-off	(198)	(246)	(444)
At 30 June 2017	2,723	421	3,144
Accumulated depreciation:			
At 1 July 2015	99	143	242
Depreciation for the year	31	89	120
At 30 June 2016	130	232	362
Depreciation for the year	203	124	327
Written-off	(141)	(215)	(356)
At 30 June 2017	192	141	333
Carrying value:			
At 1 July 2015	13	166	179
At 30 June 2016	68	144	212
At 30 June 2017	2,531	280	2,811

Assets under construction relate to leasehold hotels that were under construction at the end of the reporting year.

The depreciation expense is charged to administrative expenses.

For each revalued class of property, plant and equipment, the carrying value that would have been recognised had the assets been carried under the cost model is as follows:

	Group 2017 $'000	Group 2016 $'000
Building:		
Cost	35,554	32,695
Accumulated depreciation	(80)	–
Carrying value	35,474	32,695
Assets under construction:		
Cost	609,746	467,999
Borrowing costs included in the cost of qualifying assets:		
Capitalised and included in additions during the year	10,279	14,230

13. Property, plant and equipment (cont'd)

	Group	
	2017	**2016**
Capitalisation rates per annum	2.14% – 3.43%	2.24% – 3.60%

The fair values of the assets under construction and building were measured in April 2017 and June 2017 respectively by Savills Valuation and Professional Services (S) Pte Ltd, a firm of independent professional valuers, based on recent market prices of assets with similar used condition and configured for use. Management determined that the highest and best use of the asset is the current use and that it would provide maximum value to market participants principally through its use in combination with other assets.

A description of the valuation techniques and the significant other observable inputs used in the fair value measurement are as follows:

	Assets under construction	**Building**
Asset:	Novotel Singapore on Stevens / Mercure Singapore on Stevens	12 strata office units at Oxley Tower
Location:	28 Stevens Road, Singapore 257840	138 Robinson Road, Singapore 068906
Interest held by the Group:	100% (2016: 100%)	100% (2016: 100%)
Expected completion date [a]:	2017	Completed
Description:	Hotel properties	Office units
Tenure:	103 years from 18 July 2013	Freehold
Gross floor area (sqm):	26,703 (2016: 25,741)	1,637 (2016: 1,637)
Fair value:	$850,000,000 (2016: $641,232,000)	$57,000,000 (2016: $47,942,000)
Fair value hierarchy level:	Level 3 (2016: Level 3)	Level 3 (2016: Level 3)
Valuation technique for recurring fair value measurements:	Direct comparison method	Direct comparison method
Significant observable inputs and range (weighted average):	Price per sqm: $31,847 (2016: $24,912)	Price per sqm: $34,820 (2016: $29,287)
Sensitivity on management's estimates – 10% variation from estimate:	Impact – lower by $85,000,000; higher by $85,000,000	Impact – lower by $5,700,000; higher by $5,700,000

[a] The expected completion date refers to the calendar year.

The surplus net of applicable deferred income tax liability on revaluation has been credited to asset revaluation reserve in equity (See Note 26B).

As the end of the reporting year, assets under construction and building are pledged as securities for credit facilities (See Note 27).

14. Investment properties

	Group	
	2017 **$'000**	**2016** **$'000**
At fair value:		
Balance at beginning of the year	403,754	298,487
Additions	62,069	28,831
Disposal	(3,200)	–
Gains on fair value included in profit or loss under other gains (Note 7)	16,274	76,436
Foreign exchange adjustments	5,826	–
Balance at end of the year	484,723	403,754
Rental income from investment properties	10,882	9,694
Direct operating expenses (including repairs and maintenance) arising from investment properties that generated rental income during the year	(2,217)	(1,725)
Borrowing costs included in the cost of qualifying assets:		
Capitalised and included in additions during the year	7,507	2,073

	Group	
	2017	**2016**
Capitalisation rates per annum	2.14% – 3.49%	1.86% – 3.00%

Certain investment properties are pledged as securities for credit facilities (See Note 27).

There are no restrictions on the realisability of investment properties or the remittance of income and proceeds of disposal.

Certain investment properties are leased out under operating leases. Also see Note 33 on operating lease income commitments. The management has not entered into contractual obligations for the maintenance or enhancement of the investment properties.

The fair value of each investment property was measured between April 2017 and June 2017 by Colliers International Consultancy & Valuation (Singapore) Pte Ltd, PREMAS Valuers & Property Consultants Pte Ltd, Savills Valuation and Professional Services (S) Pte Ltd and Colliers International Ireland, firms of independent professional valuers on a systematic basis at least once yearly. The firms hold recognised and relevant professional qualification with sufficient recent experience in the location and category of the investment property being valued. There has been no change to the valuation technique during the reporting year. Management determined that the highest and best use of the asset is the current use and that it would provide maximum value to market participants principally through its use in combination with other assets.

14. Investment properties (cont'd)

A description of the valuation techniques and the significant other observable inputs used in the fair value measurement are as follows:

Asset:	Space@ Tampines	1 (2016: 2) Industrial unit at Oxley Bizhub	Commercial units at 30 Stevens Road	Dublin Landings
Location:	18 Tampines Industrial Crescent, Singapore 528605	61, Ubi Road 1, Singapore 408727	30 Stevens Road, Singapore 257840	North Wall Quay Dublin 1, Ireland
Interest held by the Group:	70% (2016: 70%)	100% (2016: 100%)	100% (2016: 100%)	100% (2016: 100%)
Expected completion date [(a)]:	Completed	Completed	2017	2019
Description:	Industrial	Industrial	Commercial	Commercial and residential
Tenure:	30-years from 10 December 2012	60-years from 15 November 2010	103-years from 18 July 2013	300-years from practical completion date
Gross floor area (sqm):	65,893 (2016: 65,893)	864 (2016: 1,428)	2,849 (2016: 3,799)	65,145 (2016: 64,678)
Fair value:	$200,000,000 (2016: $200,000,000)	$5,100,000 (2016: $8,400,000)	$90,013,000 (2016: $95,344,000)	$189,610,000 (2016: $100,010,000)
Fair value hierarchy (Level):	Level 3 (2016: Level 3)	Level 3 (2016: Level 3)	Level 3 (2016: Level 3)	Level 3 (2016: Level 3)
Valuation technique:	Direct comparison method	Direct comparison method	Direct comparison method	Direct comparison method
Significant unobservable inputs and range:	Price per sqm: $3,035 (2016: $3,035)	Price per sqm: $5,903 (2016: $5,882)	Price per sqm: $31,595 (2016: $25,097)	Price per sqm: $2,910 (2016: $2,134)
Sensitivity on management's estimate – 10% variation from estimate:	Impact – lower by $20,000,000; higher by $20,000,000	Impact – lower by $510,000; higher by $510,000	Impact – lower by $9,001,300; higher by $9,001,300	Impact – lower by $18,961,000; higher by $18,961,000

(a) The expected completion date refers to the calendar year.

15. Investments in subsidiaries

	Company	
	2017 $'000	2016 $'000
Unquoted equity shares at cost	32,858	32,035
Less: Allowance for impairment	(2,784)	–
Net carrying value	30,074	32,035
Movements in cost:		
At beginning of the year	32,035	25,035
Additions	3,000	7,000
Return of capital contribution to owner	(2,177)	–
At end of the year	32,858	32,035
Movements in allowance:		
At beginning of the year	–	–
Additions	(2,784)	–
At end of the year	(2,784)	–

The listing of and information on the subsidiaries are disclosed in Note 39.

16. Investments in associates

	Group		Company	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Unquoted equity shares at cost	139,516	110,574	490	490
Share of post-acquisition profits, net of dividends received	39,624	48,855	–	–
Net carrying value	179,140	159,429	490	490
Movements in carrying value:				
Balance at beginning of the year	159,429	–	490	–
Additions	33,576	110,085	–	–
Transfer to investments in joint ventures (Note 17)	–	490	–	490
Transfer to asset classified as held for sale (Note 20)	(4,606)	–	–	–
Share of (loss) / profit for the year	(8,694)	49,537	–	–
Dividends	(536)	(683)	–	–
Foreign exchange adjustments	(29)	–	–	–
Balance at end of the year	179,140	159,429	490	490

The listing of and information on the associates are disclosed in Note 40.

17. Investments in joint ventures

	Group		Company	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Unquoted equity shares at cost	57,941	53,925	33,074	33,074
Share of post-acquisition profits, net of dividends received	(20,919)	(11,138)	–	–
Less: Allowance for impairment	–	–	(20,000)	(10,000)
Net carrying value	37,022	42,787	13,074	23,074
Movements in carrying value:				
Balance at beginning of the year	42,787	37,138	23,074	33,564
Additions	4,089	16,762	–	–
Share of profits for the year	8,957	30,192	–	–
Dividends	(17,710)	(40,750)	–	–
Transfer from investments in associates (Note 16)	–	(490)	–	(490)
Allowance for impairment	–	–	(10,000)	(10,000)
Foreign exchange adjustments	(1,101)	(65)	–	–
Balance at end of the year	37,022	42,787	13,074	23,074

	Company	
	2017 $'000	2016 $'000
Movement in above allowance for impairment:		
Balance at beginning of the year	10,000	–
Impairment loss charged to profit or loss included in other losses	10,000	10,000
Balance at end of the year	20,000	10,000

The listing of and information on joint ventures are disclosed in Note 41.

18. Other receivables, non-current

	Group		Company	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Loans receivable from:				
- A joint venture (Note 3)	31,046	32,631	27,530	15,730
- Subsidiaries (Note 3)	–	–	574,875	582,622
	31,046	32,631	602,405	598,352

The above loans are quasi-equity loans and unsecured, with no fixed repayment terms, non-interest bearing and not expected to be settled in the foreseeable future.

19. Available-for-sale financial assets

	Group	
	2017 $'000	2016 $'000
Unquoted investment at cost	2,239	2,239
Movements during the year:		
Balance at beginning of the year	2,239	3,326
Additions	–	2,239
Disposal	–	(3,326)
Balance at end of the year	2,239	2,239

The fair value of the above unquoted investments as available-for-sale financial assets is deemed to be not reliably measurable as the probabilities of the various estimates within the range cannot be reasonably assessed as used in estimating fair values. Consequently the investment is carried at cost less allowance for impairment.

20. Asset classified as held for sale

In May 2017, the Group announced its plan to dispose its stake of 19.85% in an associate, MGlory Pte. Ltd. ("Mglory") to an outside party for approximately RMB22 million (or equivalent to $4,606,000). Under the agreement, the final completion date for the proposed sale will take place up to 8 months after the date of agreement. Management has reviewed and concluded that investment in MGlory met the requirements of FRS105 to be classified as held for sale as at 30 June 2017. Management has determined that the asset classified as held for sale are carried at lower of carrying amount and fair value less cost to sell.

21. Development properties

	Group	
	2017 $'000	2016 $'000
Development properties held for sale	33,400	646
Development properties under construction accounted under:		
- Completion of construction method	1,369,976	1,435,617
- Stage of completion method (Note 21A)	271,900	761,135
	1,641,876	2,196,752
Properties for mixed developments [(a)]	337,375	263,257
	2,012,651	2,460,655

(a) Properties for mixed developments consist mainly land designated by management for developments into residential units, hotels, service residences and retail shops.

21. Development properties (cont'd)

	Group 2017 $'000	Group 2016 $'000
Movements in allowance for foreseeable losses for:		
Balance at beginning of the year	17,777	4,839
Charged to profit or loss included in other losses (Note 7)	18,280	12,938
Used	(21,030)	–
Balance at end of the year	15,027	17,777
Borrowing costs included in the cost of qualifying assets:		
Capitalised and included in additions during the year (Note 9)	72,033	61,106

	Group 2017	Group 2016
Capitalisation rates per annum	1.84% – 6.00%	2.20% – 6.00%

Certain development properties are mortgaged to financial institutions as securities for the credits facilities extended to the Group (Note 27).

The listing of and details of the development properties are disclosed in Note 42.

21A. Development properties in the process of development accounted under the stage of completion method

	Group 2017 $'000	Group 2016 $'000
Aggregate amount of costs incurred and recognised profits to date on uncompleted contracts	416,922	1,492,620
Less: Progress payments and advances received and receivable	(131,098)	(713,708)
Less: Allowance for foreseeable losses	(13,924)	(17,777)
Net carrying value	271,900	761,135

Development properties in the process of development accounted under the stage of completion method are standard residential and mixed-use properties in Singapore that meet the criteria for stage of completion method of accounting. Under the various mechanisms in the Singapore legal framework and the contractual rights, the purchaser obtains control over the uncompleted property unit as construction progresses. These contracts cover the residential and mixed development properties under progressive payment schemes in Singapore.

22. Trade and other receivables

	Group 2017 $'000	Group 2016 $'000	Company 2017 $'000	Company 2016 $'000
Trade receivables:				
Outside parties	176,466	207,506	13,779	23,260
Accrued receivables [(a)]	202,072	48,577	–	–
Trade receivables - subtotal	378,538	256,083	13,779	23,260
Other receivables:				
Subsidiaries (Note 3)	–	–	1,081,382	857,442
Joint ventures (Note 3)	76,387	28,750	47,732	4,288
Associates (Note 3)	10,282	10,192	9,776	9,776
Non-controlling interests (Note 3)	4,362	57,297	–	–
Other investee	11,597	6,574	10,469	5,717
Other receivables - subtotal	102,628	102,813	1,149,359	877,223
Total trade and other receivables	481,166	358,896	1,163,138	900,483

(a) Upon the receipt of the Temporary Occupation Permit, the balance of sales consideration to be billed is presented as accrued receivables.

Other receivables with interest bearing balances are as follows:

	Group 2017 $'000	Group 2016 $'000	Company 2017 $'000	Company 2016 $'000
Interest rate of 3% – 8% (2016: 3% – 6%) per annum				
Subsidiaries	–	–	852,643	718,894
Non-controlling interests	–	33,358	–	–
Joint ventures	18,331	–	18,331	–
Other investee	10,739	5,362	9,977	4,550

23. Other assets

	Group 2017 $'000	Group 2016 $'000	Company 2017 $'000	Company 2016 $'000
Deposits and stamp duties paid for purchases of land	13,376	10,516	–	–
Deposits to secure services	7,844	4,933	300	150
Prepayments	29,049	6,077	–	–
	50,269	21,526	300	150

24. Cash and cash equivalents

	Group		Company	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Not restricted in use	214,088	311,436	37,181	86,846
Project accounts [a]	199,457	239,817	–	–
	413,545	551,253	37,181	86,846

The interest earning balances are not significant.

[a] This relates to monies received from buyers which can be utilised only for designated types of payments that relate to the property development projects.

25. Share capital

Group and Company	Number of shares issued '000	Share capital $'000	Treasury shares $'000	Total $'000
Ordinary shares of no par value:				
Balance at beginning and end of the year ended 30 June 2015	2,948,220	163,880	–	163,880
Treasury shares purchased	(18,739)	–	(7,855)	(7,855)
Balance at 30 June 2016	2,929,481	163,880	(7,855)	156,025
Treasury shares purchased	(4,006)	–	(1,662)	(1,662)
Balance at 30 June 2017	2,925,475	163,880	(9,517)	154,363

The ordinary shares of no par value are fully paid, carry one vote each and have no right to fixed income.

In order to maintain its listing on the Singapore Exchange, the Company has to have share capital with a free float of at least 10% of the shares. The Company met the capital requirement on its initial listing and the rules limiting treasury share purchases mean it will continue to satisfy that requirement, as it did throughout the reporting year. Management receives a report from the share registrars frequently on substantial share interests showing the non-free float to ensure continuing compliance with the 10% limit throughout the reporting year.

Treasury shares relate to ordinary shares of the Company that are held by the Company. During the reporting year, the Company acquired 4,006,000 (2016: 18,739,000) shares in the Company by way of open market purchase at a total consideration of $1,662,000 (2016: $7,855,000). The fair value of the treasury shares was $13,192,000 as of 30 June 2017 (2016: $7,777,000).

Capital management:

The objectives when managing capital are: to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for owners and benefits for other stakeholders, and to provide an adequate return to owners by pricing the sales commensurately with the level of risk. The management sets the amount of capital to meet its requirements and the risk taken. There were no changes in the approach to capital management during the reporting year. The management manages the capital structure and makes adjustments to it where necessary or possible in the light of changes in conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the management may adjust the amount of dividends paid to owners, return capital to owners, issue new shares, or sell assets to reduce debt. Adjusted capital comprises all components of equity (that is, share capital and reserves).

The management does not set a target level of gearing but uses capital opportunistically to support its business and to add value for shareholders. The key discipline adopted is to widen the margin between the return on capital employed and the cost of that capital.

25. Share capital (cont'd)

Capital management (cont'd):

The management monitors the capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt / adjusted capital (as shown below). Net debt is calculated as total borrowings less cash and cash equivalents.

	Group		Company	
	2017 $'000	**2016 $'000**	**2017 $'000**	**2016 $'000**
Net debt:				
All current and non-current borrowings	2,457,988	2,633,427	509,872	501,472
Less: Cash and cash equivalents	(413,545)	(551,253)	(37,181)	(86,846)
Net debt	2,044,443	2,082,174	472,691	414,626
Adjusted capital:				
Total equity	1,088,881	965,220	418,422	275,682
Debt-to-adjusted capital ratio	188%	216%	113%	150%

The improvement as shown by the decrease in the debt-to-adjusted capital ratio of the Group for the reporting year resulted primarily from the improved retained earnings. There are significant external borrowings but these are secured by specific assets. The debt-to-adjusted capital ratio may not provide a meaningful indicator of the risk of borrowings.

26. Other reserves

	Group	
	2017 $'000	**2016 $'000**
Foreign currency translation reserve (Note 26A)	(27,217)	(28,523)
Asset revaluation reserve (Note 26B)	227,316	154,202
	200,099	125,679

The other reserves are not available for cash dividends unless realised.

26A. Foreign currency translation reserve

	Group	
	2017 $'000	**2016 $'000**
Balance at beginning of the year	(28,523)	4,618
Exchange differences on translating foreign operations	1,306	(33,141)
Balance at end of the year	(27,217)	(28,523)

The translation reserve represents exchange differences arising from the translation of financial statements of foreign operations whose functional currencies are different from presentation currency of the Group.

26. Other reserves (cont'd)

26B. Asset revaluation reserve

	Group 2017 $'000	Group 2016 $'000
Balance at beginning of the year	154,202	153,448
Gains on fair value changes in property, plant and equipment	86,830	844
Deferred tax thereon	(13,716)	(90)
Balance at end of the year	227,316	154,202

The asset revaluation reserve arises from the annual revaluation of properties classified as property, plant and equipment. It is not distributable until it is reclassified to retained earnings upon disposal of the assets.

27. Other financial liabilities

	Group 2017 $'000	Group 2016 $'000	Company 2017 $'000	Company 2016 $'000
Non-current:				
Financial instruments with floating interest rates:				
Bank loans (secured) (Note 27A)	899,905	683,961	247,770	–
Bank loans (unsecured) (Note 27B)	112,000	110,000	112,000	110,000
Less: Unamortised transaction costs	(15,333)	(1,449)	(15,333)	(1,449)
	996,572	792,512	344,437	108,551
Financial instruments with fixed interest rates:				
Fixed rate notes B (Note 27D)	412,950	–	–	–
Retail bonds A (Note 27E)	300,000	300,000	–	–
Retail bonds B (Note 27F)	150,000	150,000	–	–
Less: Unamortised transaction costs	(10,883)	(8,080)	–	–
Derivative financial instruments (Note 30)	919	157	–	–
	852,986	442,077	–	–
Total non-current portion	1,849,558	1,234,589	344,437	108,551
Current:				
Financial instruments with floating interest rates:				
Bank loans (secured) (Note 27A)	472,471	931,743	27,530	–
Bank loans (unsecured) (Note 27B)	138,000	–	138,000	–
Less: Unamortised transaction costs	(1,122)	–	(95)	–
	609,349	931,743	165,435	–
Financial instruments with fixed interest rates:				
Fixed rate notes A (Note 27C)	–	469,250	–	394,750
Less: Unamortised transaction costs	–	(1,998)	–	(1,829)
Derivative financial instruments (Note 30)	216	21,930	118	21,619
	216	489,182	118	414,540
Total current portion	609,565	1,420,925	165,553	414,540
Total non-current and current	2,459,123	2,655,514	509,990	523,091
The non-current portion is repayable as follows:				
Due within 2 to 5 years	1,839,762	1,234,589	344,437	108,551
More than 5 years	9,796	–	–	–
	1,849,558	1,234,589	344,437	108,551

27. Other financial liabilities (cont'd)

The ranges of interest rates per annum paid were as follows:

	Group		Company	
	2017	**2016**	**2017**	**2016**
Floating rates:				
Bank loans (secured)	2.26% – 4.04%	2.20% – 3.74%	3.61% – 4.04%	–
Bank loans (unsecured)	5.47% – 8.06%	7.82% – 8.25%	5.47% – 8.06%	7.82% – 8.25%
Fixed rates:				
Fixed rate notes A	–	4.75% – 5.15%	–	4.75% – 5.10%
Fixed rate notes B	6.38%	–	–	–
Retail Bonds A	5.00%	5.00%	–	–
Retail Bonds B	5.15%	5.15%	–	–

The weighted effective interest rates per annum based on the capitalisation of transaction costs are as follows:

	Group		Company	
	2017	**2016**	**2017**	**2016**
Bank loans (secured)	2.26% – 5.47%	–	4.62%	–
Bank loans (unsecured)	2.70% – 6.50%	4.60%	2.70% – 6.50%	4.60%
Fixed rate notes A	–	5.14% – 5.85%	–	5.14% – 5.68%
Fixed rate notes B	7.89%	–	–	–
Retail Bonds A	6.62%	5.51%	–	–
Retail Bonds B	7.52%	5.84%	–	–

The floating rate debt instruments are with interest rates that are re-set regularly at one, three or six month intervals.

27A. Bank loans (secured)

The bank agreements for the bank loans provide among other matters for the following:

(a) First legal mortgage on certain properties classified as property, plant and equipment and investment properties as disclosed in Note 13 and 14 respectively;

(b) First legal mortgage on certain development properties disclosed in Note 21;

(c) Legal assignment of all rights, title and interests in the construction contract, insurance policies, performance bonds (if any), tenancy agreements and sale and purchase agreements in respect of the proposed developments disclosed in Note 21;

(d) Joint and several guarantees from non-controlling shareholders of certain subsidiaries;

(e) Corporate guarantees by the Company and certain subsidiaries in the Group;

(f) Deed of subordination of shareholders' and related companies' loans; and

(g) Compliance with certain covenants.

Certain bank loans repayable by monthly or quarterly instalments over 2 to 6 years (2016: 2 to 7 years) from the date of first drawdown.

27. Other financial liabilities (cont'd)

27A. Bank loans (secured) (cont'd)

Repayment terms of certain bank loans are in one lump sum ranging from 18 to 67 months (2016: 36 to 70 months) from the date of first drawdown of the loan or three to six months from the date of issuance of the Temporary Occupation Permit, whichever is the earliest.

The fair values of the bank loans are reasonable approximation of the carrying amounts due to their short term nature or that they are floating rate instruments that are frequently re-priced to market interest rates.

27B. Bank loans (unsecured)

Certain bank loans repayable by monthly or quarterly instalments over 1 to 3 years (2016: 1 year) from the date of first drawdown.

The fair value of the bank loans is a reasonable approximation of the carrying amount due to their short term nature or that they are floating rate instruments that are frequently re-priced to market interest rates.

27C. Fixed rate notes A

Multicurrency Medium Term Note Programme

On 6 May 2013 and 15 November 2013, the Group established the $300,000,000 Multicurrency Medium Term Note Programme and $500,000,000 Multicurrency Medium Term Note Programme respectively (collectively known as "Programme"). This Programme provided for the following:

- That the Group may subject to compliance with all relevant laws, regulations and directives, from time to time issue notes in series or tranches.
- Each series or tranche of notes may be issued in various currencies and tenor, and may bear fixed, floating, variable or hybrid rates of interest.
- Notes may be issued at par or at a discount, or premium to par.
- The Group need to observe certain financial covenants.

On 6 September 2013, the limit for the $300,000,000 Multicurrency Medium Term Note Programme was increased to $500,000,000.

On 17 October 2014, the limit for one of the $500,000,000 Multicurrency Medium Term Note Programme was increased to $1,000,000,000. It was amended to include a wholly-own subsidiary, Oxley MTN Pte. Ltd. ("Oxley MTN"), as one of the issuers.

As at 30 June 2016, the total facilities drawn down under the Programme were $469,250,000, consisting of:

(i) $150,000,000 5.10% notes due 2017. These notes were issued on 16 May 2013 and matured on 16 May 2017. The interest was payable semi-annually in arrears.

(ii) $95,500,000 4.75% notes due 2018. These notes were issued on 11 July 2013 and will mature on 11 July 2018. The interest is payable semi-annually in arrears. In the reporting year 2016, notes amounting to $29,500,000 were repurchased and cancelled.

(iii) $100,000,000 5.10% notes due 2016. These notes were issued on 5 December 2013 and matured on 5 December 2016. The interest was payable semi-annually in arrears.

(iv) $49,250,000 5.10% notes due 2016. These notes were issued on 21 February 2014 and matured on 5 December 2016. The interest was payable semi-annually in arrears. In the reporting year 2016, notes amounting to $750,000 were repurchased and cancelled.

(v) $74,500,000 5.15% notes due 2016. These notes were issued on 31 October 2014 and matured on 31 October 2016. The interest was payable semi-annually in arrears. In the reporting year 2016, notes amounting to $500,000 were repurchased and cancelled.

27. Other financial liabilities (cont'd)

27C. Fixed rate notes A (cont'd)

During the reporting year 2016, the Group repurchased and cancelled $30,750,000 medium term notes. The loss resulted from the difference between the carrying amount of the original financial liabilities extinguished and the consideration paid amounting to $34,000 is recognised in profit or loss.

During the reporting year 2017, all the above tranches of notes had been redeemed and cancelled.

27D. Fixed rate notes B

Euro Medium Term Note Programme

On 7 April 2017, Oxley MTN established a US$1,000,000,000 Euro Medium Term Note Programme (known as the "EMTN Programme") bearing interest at a fixed rate of 6.375% per annum. The EMTN Programme provides for the following:

- That the Group may subject to compliance with all relevant laws, regulations and directives, from time to time issue notes in series or tranches.
- Each series or tranche of notes may be issued in various currencies and tenor, and may bear fixed, floating, variable or hybrid rates of interest.
- Notes may be issued at par or at a discount, or premium to par.
- Guaranteed by the Company.
- The Group need to observe certain financial covenants.

On 12 April 2017 and 16 May 2017, Oxley MTN issued notes under the EMTN Programme amounting to US$200,000,000 and US$100,000,000 respectively.

As at 30 June 2017, the total facility drawn down under the EMTN Programme was US$300,000,000 (equivalent to $412,950,000).

The fair value of Fixed rate notes B (Level 1) as at the end of the reporting year was $411,401,000 (2016: Nil).

27E. Retail Bonds A

On 5 November 2015, Oxley MTN issued retail bonds ("Retail Bonds A") with principal amount of $300,000,000 bearing interest at a fixed rate of 5% per annum, payable semi-annually in arrears. These bonds will mature on 5 November 2019.

As at 30 June 2017, the outstanding bonds amounted to $300,000,000 (2016: $300,000,000).

The fair value of Retail Bonds A (Level 1) as at the end of the reporting year was $299,100,000 (2016: $295,350,000).

27F. Retail Bonds B

On 18 May 2016, Oxley MTN issued retail bonds ("Retail Bonds B") with principal amount of $150,000,000 bearing interest at a fixed rate of 5.15% per annum, payable semi-annually in arrears. These bonds will mature on 18 May 2020.

As at 30 June 2017, the outstanding bonds amounted to $150,000,000 (2016: $150,000,000).

The fair value of Retail Bonds B (Level 1) as at the end of the reporting year was $149,175,000 (2016: $147,675,000).

28. Trade and other payables

	Group		Company	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Trade payables				
Outside parties and accrued liabilities	383,210	250,214	7,935	6,853
Related parties (Note 3)	1,120	2,076	–	–
Trade payables – subtotal	384,330	252,290	7,935	6,853
Other payables				
Rental deposits	1,315	1,301	–	–
Subsidiaries (Note 3)	–	–	907,549	832,580
Joint ventures (Note 3)	6,797	5,377	4,000	1,859
Non-controlling interests (Note 3)	76,621	87,223	–	–
Other payables – subtotal	84,733	93,901	911,549	834,439
Total trade and other payables	469,063	346,191	919,484	841,292

Other payables with interest bearing balances are as follows:

	Group		Company	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Interest rate of 3% – 6.5% (2016: 3% – 6%) per annum:				
Subsidiaries	–	–	810,016	740,327
Non-controlling interests	47,961	54,776	–	–

Advances from non-controlling interests were to finance the purchases of development properties.

29. Other liabilities

	Group	
	2017 $'000	2016 $'000
Advanced rental	1,468	–
Deferred income	3,516	–
Progress payments [a]	390,715	605,505
	395,699	605,505

[a] This pertains to progress payments received and receivable from buyers of industrial and commercial development properties (See Note 21).

30. Derivative financial instruments

	Group		Company	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Derivatives with negative fair values:				
Forward currency exchange contracts (Note 30A)	118	21,619	118	21,619
Interest rate swap contracts (Note 30B)	1,017	468	–	–
	1,135	22,087	118	21,619
Non-current portion (Note 27)	919	157	–	–
Current portion (Note 27)	216	21,930	118	21,619
	1,135	22,087	118	21,619

The purpose of these contracts is to mitigate the fluctuations of transactions denominated in the non-functional currencies and floating interest rates of bank borrowings. As a matter of principle, the entity does not enter into derivative contracts for speculative purposes.

30A. Forward currency exchange contracts

These include the gross amount of all notional values for contracts that have not yet been settled or cancelled. The amount of notional value outstanding is not necessarily a measure or indication of market risk, as the exposure of certain contracts may be offset by that of other contracts.

Group and Company	Principal	Reference currency	Maturity	Liabilities $'000
2017				
Forward currency contracts	30,000,000	GBP	July 2017	(118)
2016				
Forward currency contracts	14,870,000	GBP	December 2016	(2,299)
Forward currency contracts	9,000,000	GBP	December 2016	(2,759)
Forward currency contracts	17,500,000	GBP	January 2017	(7,070)
Forward currency contracts	21,000,000	GBP	January 2017	(3,669)
Forward currency contracts	25,000,000	GBP	June 2017	(2,679)
Forward currency contracts	25,000,000	GBP	June 2017	(2,627)
Forward currency contracts	3,000,000	GBP	July 2016	(516)
				(21,619)

30B. Interest rate swap contracts

The notional amounts of the interest rate swaps were GBP35,000,000 and SGD165,500,000 (2016: GBP70,000,000).

They are designed to convert floating rate borrowings at 0.34% – 0.77% (2016: 0.59%) to fixed rate at 0.88% – 1.34% (2016: 0.88% – 0.90%) for the next 1 – 2 years.

At the end of the reporting year, the interest rates vary from 0.88% – 1.34% (2016: 0.88% – 0.90%) per annum.

30. Derivative financial instruments (cont'd)

30B. Interest rate swap contracts (cont'd)

Information on the maturities of the loans is provided as follows:

Group	Principal	Reference currency	Maturity	Liabilities $'000
2017				
Interest rate swap	17,500,000	GBP	December 2017	(50)
Interest rate swap	17,500,000	GBP	December 2017	(48)
Interest rate swap	165,500,000	SGD	August 2018	(919)
				(1,017)
2016				
Interest rate swap	35,000,000	GBP	December 2017	(263)
Interest rate swap	35,000,000	GBP	December 2017	(205)
				(468)

The interest rate swaps are not traded in an active market. As a result, their fair values are based on valuation techniques currently consistent with generally accepted valuation methodologies for pricing financial instruments, and incorporate all factors and assumptions that knowledgeable, willing market participants would consider in setting the price (Level 2). The valuation technique uses market observable inputs.

31. Commitments

Estimated amounts committed at the end of the reporting year for certain future expenditure but not recognised in the financial statements are as follows:

	Group 2017 $'000	Group 2016 $'000
Development expenditure contracted for development properties	1,117,958	1,890,719
Commitment to construct property, plant and equipment	29,491	122,601
Commitment to construct investment properties	3,083	138,117

32. Operating lease payment commitments – as lessee

At the end of the reporting year, the total of future minimum lease payment commitments under non-cancellable operating leases are as follows:

	Group 2017 $'000	Group 2016 $'000
Not later than one year	381	765
Later than one year and not later than five years	411	61
Rental expense for the year	1,310	732

Operating lease payments are for rentals payable for office premises. The leases from the owners range from one to three years.

33. Operating lease income commitments – as lessor

At the end of the reporting year, the total of future minimum lease receivables committed under non-cancellable operating leases are as follows:

	Group	
	2017 $'000	2016 $'000
Not later than one year	10,439	10,919
Later than one year and not later than five years	62,208	35,435
More than five years	135,805	–
Rental income for the year	11,244	10,737

Operating lease income commitments are for certain investment properties and for certain residential properties acquired for the purpose of redevelopment.

34. Financial instruments: information on financial risks

34A. Categories of financial assets and liabilities

The following table categorises the carrying amount of financial assets and liabilities recorded at the end of the reporting year:

	Group		Company	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Financial assets				
Cash and cash equivalents	413,545	551,253	37,181	86,846
Loans and receivables	650,116	1,006,720	1,765,543	1,498,835
Available-for-sale financial assets	2,239	2,239	–	–
	1,065,900	1,560,212	1,802,724	1,585,681
Financial liabilities				
Derivative financial instruments at fair value	1,135	22,087	118	21,619
Other financial liabilities measured at amortised cost	2,457,988	2,633,427	509,872	501,472
Trade and other payables measured at amortised cost	469,063	346,191	919,484	841,292
	2,928,186	3,001,705	1,429,474	1,364,383

Further quantitative disclosures are included throughout these financial statements.

34. Financial instruments: information on financial risks (cont'd)

34B. Financial risk management

The main purpose for holding or issuing financial instruments is to raise and manage the finances for the entity's operating, investing and financing activities. There are exposures to the financial risks on the financial instruments such as credit risk, liquidity risk and market risk comprising interest rate risk, currency risk and price risk exposures. Management has certain practices for the management of financial risks. The guidelines set up the short and long term objectives and action to be taken in order to manage the financial risks. The guidelines include the following:

(i) Minimise interest rate, currency, credit and market risks for all kinds of transactions.

(ii) Maximise the use of "natural hedge": favouring as much as possible the natural off-setting of sales and costs and payables and receivables denominated in the same currency and therefore put in place hedging strategies only for the excess balance (if necessary). The same strategy is pursued with regard to interest rate risk.

(iii) All financial risk management activities are carried out and monitored by senior management staff.

(iv) All financial risk management activities are carried out following acceptable market practices.

(v) When appropriate consideration is given to entering into derivatives or any other similar instruments solely for hedging purposes.

There have been no changes to the exposures to risk; the objectives, policies and processes for managing the risk and the methods used to measure the risk.

34C. Fair values of financial instruments

The analyses of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 are disclosed in the relevant notes to the financial statements. These include the significant financial instruments stated at amortised cost and at fair value in the statement of financial position. The carrying values of current financial instruments approximate their fair values due to the short-term maturity of these instruments and the disclosures of fair value are not made when the carrying amount of current financial instruments is a reasonable approximation of the fair value.

34D. Credit risk on financial assets

Financial assets that are potentially subject to concentrations of credit risk and failures by counterparties to discharge their obligations in full or in a timely manner consist principally of cash balances with banks, receivables and certain other financial assets. The maximum exposure to credit risk is: the total of the fair value of the financial assets; the maximum amount the entity could have to pay if the guarantee is called on; and the full amount of any payable commitments at the end of the reporting year. Credit risk on cash balances with banks and any other financial instruments is limited because the counter-parties are entities with acceptable credit ratings. Credit risk on other financial assets is limited because the other parties are entities with acceptable credit ratings. For credit risk on receivables an ongoing credit evaluation is performed on the financial condition of the debtors and a loss from impairment is recognised in profit or loss. Trade receivables relate mainly to the Group's customers who bought its commercial and residential units. The Group's exposure to credit risk is deemed acceptable as it would receive at least 85% of sale proceeds prior to handing over the units of commercial and residential properties to the customers. There is no significant concentration of credit risk on receivables, as the exposure is spread over a large number of counter-parties and debtors. Other receivables represent loans receivables from non-controlling shareholders and other investee, which in the opinion of the directors, the credit risk is minimal.

Note 24 discloses the maturity of the cash and cash equivalents balances.

As at the end of reporting year, no trade and other receivables amounts were past due or impaired.

Other receivables are normally with no fixed terms and therefore there is no maturity.

34. Financial instruments: information on financial risks (cont'd)

34E. Liquidity risk – financial liabilities maturity analysis

The following tables analyse the financial liabilities by remaining contractual maturity (contractual and undiscounted cash flows) at the end of the reporting year:

Non-derivative financial liabilities:

	Less than 1 year $'000	1 – 5 years $'000	More than 5 years $'000	Total $'000
Group				
2017				
Gross borrowings	709,273	2,038,680	9,948	2,757,901
Trade and other payables	470,564	–	–	470,564
	1,179,837	2,038,680	9,948	3,228,465
2016				
Gross borrowings	1,482,602	1,357,142	–	2,839,744
Trade and other payables	347,922	–	–	347,922
	1,830,524	1,357,142	–	3,187,666
Company				
2017				
Gross borrowings	185,819	384,033	–	569,852
Trade and other payables	969,967	–	–	969,967
	1,155,786	384,033	–	1,539,819
2016				
Gross borrowings	413,755	110,340	–	524,095
Trade and other payables	880,265	–	–	880,265
	1,294,020	110,340	–	1,404,360

Derivative financial liabilities:

	Less than 1 year $'000	1 – 5 years $'000	More than 5 years $'000	Total $'000
Company				
2017				
Forward contracts	118	–	–	118
Interest rate swap	1,029	261	–	1,290
	1,147	261	–	1,408
2016				
Forward contracts	21,619	–	–	21,619
Interest rate swap	285	57	–	342
	21,904	57	–	21,961

The undiscounted amounts on the borrowings with fixed and floating interest rates are determined by reference to the conditions existing at the reporting date.

34. Financial instruments: information on financial risks (cont'd)

34E. Liquidity risk – financial liabilities maturity analysis (cont'd)

The above amounts disclosed in the maturity analysis are the contractual undiscounted cash flows and such undiscounted cash flows differ from the amounts included in the statements of financial position. When the counterparty has a choice of when an amount is paid, the liability is included on the basis of the earliest date on which it can be required to pay.

The liquidity risk refers to the difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. It is expected that all the liabilities will be settled at their contractual maturity. The average credit period taken to settle trade payables is about 30 days (2016: 30 days). The other payables are with short-term durations. The classification of the financial assets is shown in the statements of financial position as they may be available to meet liquidity needs and no further analysis is deemed necessary. In order to meet such cash commitments, the operating activities are expected to generate sufficient cash flows.

Financial guarantee contracts – For issued financial guarantee contracts the maximum amount of the guarantee is allocated to the earliest period in which the guarantee could be called. At the end of the reporting year no claims on the financial guarantees are expected to be payable. The following table shows the maturity analysis of the contingent liabilities from financial guarantees:

Company	Less than 1 year	1 – 5 years	Total
	$'000	$'000	$'000
2017			
Bank guarantee in favour of subsidiaries (Note 3)	444,012	1,505,121	1,949,133
Bank guarantee in favour of associates (Note 3)	70,056	–	70,056
	514,068	1,505,121	2,019,189
2016			
Bank guarantee in favour of subsidiaries (Note 3)	770,524	660,047	1,430,571

34F. Interest rate risk

The interest rate risk exposure is from changes in fixed interest rates and floating interest rates and it mainly concerns financial liabilities. The interest from financial assets including cash balances is not significant. The following table analyses the breakdown of the significant financial instruments by type of interest rate:

	Group		Company	
	2017	2016	2017	2016
	$'000	$'000	$'000	$'000
Financial liabilities with interest				
Fixed rates	902,169	953,128	668,153	1,020,069
Floating rates	1,605,921	1,735,075	653,876	221,730
	2,508,090	2,688,203	1,322,029	1,241,799
Financial assets with interest				
Fixed rates	23,218	–	387,923	245,335
Floating rates	5,852	38,720	493,028	478,109
	29,070	38,720	880,951	723,444

The floating rate debt instruments are with interest rates that are re-set at regular intervals. The interest rates are disclosed in the respective notes.

34. Financial instruments: information on financial risks (cont'd)

34F. Interest rate risk (cont'd)

Sensitivity analysis:

	Group	
	2017 $'000	2016 $'000
Financial liabilities		
A hypothetical variation in interest rates by 100 basis points with all other variables held constant, would have an increase / decrease in the amount of interest expense capitalised in development properties for the year by	10,042	14,320
A hypothetical variation in interest rates by 100 basis points with all other variables held constant, would have an increase / decrease in pre-tax profit for the year by	6,017	1,840
Financial assets through profit or loss		
A hypothetical variation in interest rates by 100 basis points with all other variables held constant, would have an increase / decrease in pre-tax profit for the year by	59	387

The analysis has been performed for fixed interest rate and floating interest rate over a year for financial instruments. The impact of a change in interest rates on fixed interest rate financial instruments has been assessed in terms of changing of their fair value. The impact of a change in interest rates on floating interest rate financial instruments has been assessed in terms of changing of their cash flows and therefore in terms of the impact on profit or loss. The hypothetical changes in basis points are not based on observable market data (unobservable inputs).

The Group transacts businesses in various foreign currencies, including Great Britain Pound, United States Dollars, Euro, Australian Dollars, Malaysian Ringgit and Japanese Yen, and therefore is exposed to foreign exchange risk.

At the end of the reporting year, the carrying amounts of monetary assets and monetary liabilities denominated in currencies other than the respective Group entities' functional currencies are as follows:

	Group		Company	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Financial assets				
Singapore Dollars	10	132	–	–
Great Britain Pound	5,438	288	663,722	180,951
Euro	13,619	–	159,708	65,265
United States Dollars	165,939	42,930	156,419	46,842
Japanese Yen	6,692	6,843	5,803	5,937
Australian Dollars	5,016	–	47,806	827
Malaysian Ringgit	113	118	113	196,176
Total financial assets	196,827	50,311	1,033,571	495,998

34. Financial instruments: information on financial risks (cont'd)

34G. Foreign currency risk (cont'd)

	Group		Company	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Financial liabilities				
Singapore Dollars	(4,345)	–	–	–
Great Britain Pound	–	(21,619)	(27,552)	(215,315)
Euro	(2,887)	–	–	–
United States Dollars	(687,990)	–	(552,123)	–
Total financial liabilities	(695,222)	(21,619)	(579,675)	(215,315)
Net financial assets / (liabilities)				
Singapore Dollars	(4,335)	132	–	–
Great Britain Pound	(5,438)	(21,331)	636,170	(34,364)
Euro	10,732	–	159,708	65,265
United States Dollars	(522,051)	42,930	(395,704)	46,842
Japanese Yen	6,692	6,843	5,803	5,937
Australian Dollars	5,016	–	47,806	827
Malaysian Ringgit	113	118	113	196,176

Sensitivity analysis:

If the relevant foreign currency weakens by 10% against the functional currency of each group entity, profit or loss will increase / (decrease) by:

	Group		Company	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Singapore Dollars	434	(13)	–	–
Great Britain Pound	(544)	2,133	(63,617)	3,436
Euro	(1,073)	–	(15,971)	(6,527)
United States Dollars	52,205	(4,293)	39,570	(4,684)
Japanese Yen	(669)	(684)	(580)	(594)
Australian Dollars	(502)	–	(4,781)	(83)
Malaysian Ringgit	(11)	(12)	(11)	(19,618)

The above tables show sensitivity to the hypothetical percentage variations in the functional currency against the relevant non-functional foreign currencies. The sensitivity rate used is the reasonably possible change in foreign exchange rates. For similar rate weakening of the functional currency against the relevant foreign currencies above, there would be comparable impacts in the opposite direction.

The hypothetical changes in exchange rates are not based on observable market data (unobservable inputs). The sensitivity analysis is disclosed for each non-functional currency to which the entity has significant exposure at end of the reporting year. The analysis above has been carried out without taking into consideration hedged transactions.

In management's opinion, the above sensitivity analysis is unrepresentative of the foreign currency risks as the historical exposure does not reflect the exposure in future.

35. Events after the end of the reporting year

Subsequent to the end of the reporting year, the Company acquired equity shares in United Engineers Limited ("UEL"), a company incorporated in Singapore and listed on the Singapore Exchange. UEL and its subsidiaries have key business activities in property rental and hospitality, property development, engineering and distribution, as well as manufacturing. UEL has a portfolio of assets including investment assets which generate steady income. The acquisition is in line with the investment objective of the Group which is to invest in assets that generate steady income. As of 29 September 2017, the Company has acquired 93,402,100 ordinary shares in the capital of UEL for total cash consideration of $250,277,048.

36. Items in profit or loss

In addition to the profit or loss line items disclosed elsewhere in the notes to the financial statements, this item includes the following expenses:

	Group	
	2017 **$'000**	**2016** **$'000**
Audit fees to the independent auditor of the Company	212	235
Audit fees to other independent auditors	378	282
Other fees to independent auditor of the Company	250	142
Other fees to other independent auditors	88	48

37. Changes and adoption of financial reporting standards

For the current reporting year, new or revised Financial Reporting Standards in Singapore and the related Interpretations to FRS ("INT FRS") were issued by the Singapore Accounting Standards Council. Those applicable to the Group are listed below. These applicable new or revised standards did not require any modification of the measurement methods or the presentation in the financial statements.

FRS No.	**Title**
FRS 16 & 38	Amendments to FRS 16 and FRS 38: Clarification of Acceptable Methods of Depreciation and Amortisation
FRS 27	Amendments to FRS 27: Equity Method in Separate Financial Statements
FRS 111	Amendments to FRS 111: Accounting for Acquisitions of Interests in Joint Operations
Various	Improvements to FRSs (Issued in November 2014)
	FRS 105 Non-current Assets Held for Sale and Discontinued Operations - Changes in methods of disposal FRS 34 Interim Financial Reporting - Disclosure of information elsewhere in the interim financial report

38. New or amended standards in issue but not yet effective

For the future reporting years, new or revised Financial Reporting Standards in Singapore and the related Interpretations to FRS ("INT FRS") were issued by the Singapore Accounting Standards Council and these will only be effective for future reporting years. Those applicable to the Group for future reporting years are listed below. The transfer to the applicable new or revised standards from the effective dates is not expected to result in material adjustments to the financial position, results of operations, or cash flows for the following year.

FRS No.	Title	Effective date for periods beginning on or after
FRS 7	Amendments to FRS 7: Disclosure Initiative	1 January 2017
FRS 12	Amendments to FRS 12: Recognition of Deferred Tax Assets for Unrealised Losses	1 January 2018
FRS 109	Financial Instruments	1 January 2018
FRS 115	Revenue from Contracts with Customers	1 January 2018
FRS 115	Amendments to FRS 115: Clarifications to FRS 115 Revenue from Contracts with Customers	1 January 2018
FRS 116	Leases	1 January 2019

FRS 109 Financial instruments

FRS 109 Financial Instruments will replace FRS 39 effective for annual periods beginning on or after 1 January 2018. It contains requirements for the classification and measurement of financial assets and financial liabilities, impairment, hedge accounting and derecognition.

FRS 109 requires all recognised financial assets to be subsequently measured at amortised cost or fair value (through profit or loss or through other comprehensive income), depending on their classification by reference to the business model within which they are held and their contractual cash flow characteristics. For financial liabilities, the most significant effect of FRS 109 relates to cases where the fair value option is taken: the amount of change in fair value of a financial liability designated as at fair value through profit or loss that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income (rather than in profit or loss), unless this creates an accounting mismatch.

For the impairment of financial assets, FRS 109 introduces an "expected credit loss" model based on the concept of providing for expected losses at inception of a contract; it will no longer be necessary for there to be objective evidence of impairment before a credit loss is recognised. For hedge accounting, FRS 109 introduces a substantial overhaul allowing financial statements to better reflect how risk management activities are undertaken when hedging financial and non-financial risk exposures. The derecognition provisions are carried over almost unchanged from FRS 39.

The management anticipate that FRS 109 will be adopted in the financial statements when it becomes mandatory. It is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

FRS 115 Revenue from Contracts with Customers

FRS 115 Revenue from Contracts with Customers effective for annual periods beginning on or after 1 January 2018 replaces FRS 11, FRS 18 and their interpretations (INT FRS 31, 113, 115 and 118). It establishes a single and comprehensive framework for revenue recognition to apply consistently across transactions, industries and capital markets, with a core principle (based on a five-step model to be applied to all contracts with customers), enhanced disclosures, and new or improved guidance (e.g., the point at which revenue is recognised, accounting for variable consideration, costs of fulfilling and obtaining a contract, etc.). The management anticipate that FRS 115 will be adopted in the financial statements when it becomes mandatory. It is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

38. New or amended standards in issue but not yet effective (cont'd)

FRS 116 Leases

FRS 116 Leases effective for annual periods beginning on or after 1 January 2019 replaces FRS 17 and its interpretations. Almost all leases will be brought onto lessees' statements of financial position under a single model (except leases of less than 12 months and leases of low value assets). Lessor accounting, however, remains largely unchanged and the distinction between operating and finance leases is retained. The management anticipates that FRS 116 will be adopted in the financial statements when it becomes mandatory.

It is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

Convergence with International Financial Reporting Standards

Singapore-incorporated companies listed on the Singapore Exchange will be required to comply with new financial reporting standards (to be issued by the Singapore Accounting Standards Council) as identical to the International Financial Reporting Standards for reporting year beginning on or after 1 January 2018. Comparative figures are required. The management anticipate that new financial reporting standards will be adopted in the financial statements when they become mandatory. The application of IFRS 1 First-time adoption of IFRS might have a significant effect on amounts reported in the financial statements. However, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

39. Listing of and information on subsidiaries

The listing of and information on the subsidiaries are given below:

Name of subsidiaries and principal activities	Country of incorporation	Cost in books of Company		Effective equity held by the Group	
		2017 $'000	2016 $'000	2017 %	2016 %
Held by the Company					
Action Property Pte. Ltd. [(a)] Property development	Singapore	510	510	51	51
Ascend Assets Pte. Ltd. [(g)] Property development	Singapore	–	910	–	100
Galaxy Land Pte. Ltd. [(a)] Property development	Singapore	1,308	1,308	100	100
Hume Homes Pte. Ltd. [(a)] Property development	Singapore	1,173	1,173	100	100
Oxley Ascend Capital Pte. Ltd. [(g)] Property development	Singapore	–	833	–	100
Oxley Asset Management Pte. Ltd. [(a) (c) (f)] Property development	Singapore	– #	– #	100	100
Oxley Ascend Realty Pte. Ltd. [(a)] Property development	Singapore	550	550	55	55
Oxley Assets Pte. Ltd. [(a)] Property development	Singapore	994	994	100	100
Oxley Bliss Pte. Ltd. [(a) (c)] Property investment	Singapore	700	700	70	70

39. Listing of and information on subsidiaries (cont'd)

Name of subsidiaries and principal activities	Country of incorporation	Cost in books of Company		Effective equity held by the Group	
		2017 $'000	2016 $'000	2017 %	2016 %
Held by the Company (cont'd)					
Oxley Blossom Pte. Ltd. (a) Property development	Singapore	1,000	1,000	100	100
Oxley Bright Pte. Ltd. (a) (c) Investment holding	Singapore	– #	– #	100	100
Oxley Concept Pte. Ltd. (h) (i) Property development	Singapore	596	596	60	60
Oxley Connections Pte. Ltd. (a) Investment holding	Singapore	2,600	2,600	52	52
Oxley Consortium Pte. Ltd. (a) Property development	Singapore	1,000	1,000	100	100
Oxley Fort Pte. Ltd. (a) (c) Property development	Singapore	1,000	1,000	100	100
Oxley Gem Pte. Ltd. (a) (c) Property investment	Singapore	1,000	1,000	100	100
Oxley Global Pte. Ltd. (a) Property development	Singapore	1,000	1,000	100	100
Oxley International Holdings Pte. Ltd. (b) Investment holding	Singapore	– #	– #	100	100
Oxley Module Pte. Ltd. (a) Property development	Singapore	656	656	66	66
Oxley Mosaic Pte. Ltd. (a) Property development	Singapore	1,000	1,000	100	100
Oxley MTN Pte. Ltd. (a) Provision of financial and treasury services	Singapore	7,000	7,000	100	100
Oxley Niche Pte. Ltd. (a) Property development	Singapore	1,000	1,000	100	100
Oxley Opal Pte Ltd (i) Property development (Incorporated on 15 May 2017)	Singapore	1,000	–	100	–
Oxley Pearl Pte. Ltd. (a) Property development	Singapore	2,000	– #	100	100
Oxley Rise Pte. Ltd. (a) (c) Property development	Singapore	1,000	1,000	100	100
Oxley Rising Pte. Ltd. (a) Property development	Singapore	– #	– #	100	100

39. Listing of and information on subsidiaries (cont'd)

Name of subsidiaries and principal activities	Country of incorporation	Cost in books of Company		Effective equity held by the Group	
		2017 $'000	2016 $'000	2017 %	2016 %
Held by the Company (cont'd)					
Oxley Sanctuary Pte. Ltd. (a) Property development	Singapore	550	550	55	55
Oxley Sims Pte. Ltd. (h) (i) Property development	Singapore	1,000	1,000	100	100
Oxley Sparkle Pte. Ltd. (a) (c) Investment holding	Singapore	– #	– #	100	100
Oxley Star Pte. Ltd. (h) (i) Property development	Singapore	671	671	67.5	67.5
OXHM Pte Ltd (a) (c) Hotel management (Incorporated on 8 March 2017)	Singapore	– #	–	100	–
Oxley Vibes Pte. Ltd. (a) Property development	Singapore	900	900	90	90
Oxley Vibrant Pte. Ltd. (a) Property development	Singapore	1,000	1,000	100	100
Oxley Vista Pte. Ltd. (a) Property development	Singapore	550	550	55	55
Oxley Viva Pte. Ltd. (a) Property development	Singapore	550	550	55	55
Oxley Wealth Pte. Ltd. (g) Property development	Singapore	–	434	–	51
Oxley YCK Pte. Ltd. (a) (c) Property development	Singapore	550	550	55	55
Queens Property Pte. Ltd. (i) Property development (Incorporated on 12 May 2017)	Singapore	– #	–	100	–
		32,858	32,035		

Name of subsidiaries and principal activities	Country of incorporation	Effective equity held by the Group	
		2017 %	2016 %
Held through Oxley Connections Pte. Ltd.			
Orchard Suites Residence Pte. Ltd. (a) Property development	Singapore	100	52

39. Listing of and information on subsidiaries (cont'd)

Name of subsidiaries and principal activities	Country of incorporation	Effective equity held by the Group	
		2017 %	2016 %
Held through Oxley International Holdings Pte. Ltd ("OIHPL")			
Oxley Australia Pte. Ltd. [(b) (c)] Investment holding	Singapore	100	100
Oxley Batam Pte. Ltd. [(b) (c)] Property development	Singapore	100	100
Oxley Cambodia Pte. Ltd. [(b) (c)] Investment holding	Singapore	100	100
Oxley China Pte. Ltd. [(b) (c)] Investment holding	Singapore	100	100
Oxley Cyprus Pte. Ltd. [(b) (c)] Investment holding (Incorporated on 29 November 2016)	Singapore	100	–
Oxley Dublin Pte. Ltd. [(b) (c)] Investment holding	Singapore	100	100
Oxley Florence Pte. Ltd. [(b) (c)] Investment holding (Incorporated on 3 April 2017)	Singapore	100	–
Oxley Japan Pte. Ltd. [(b)] Investment holding	Singapore	100	100
Oxley London Pte. Ltd. [(b) (c)] Investment holding	Singapore	100	100
Oxley Malaysia Pte. Ltd. [(b) (c)] Investment holding	Singapore	100	100
Oxley Myanmar Pte. Ltd. [(b)] Investment holding	Singapore	100	100
Oxley UK Pte. Ltd. [(b) (c)] Investment holding	Singapore	100	100
Oxley Vietnam Pte. Ltd. [(b) (c)] Investment holding (Incorporated on 10 January 2017)	Singapore	100	–
Held through Oxley Australia Pte. Ltd.			
Walker Street No.100 Pty Ltd [(b)] Property development	Australia	100	100
Oxley Australia Property Holdings Pty Ltd [(b)] Investment holding	Australia	100	100
Oxley Australia Pty Ltd [(b)] Property development (Incorporated on 16 November 2016)	Australia	100	100

39. **Listing of and information on subsidiaries (cont'd)**

Name of subsidiaries and principal activities	Country of incorporation	Effective equity held by the Group	
		2017 %	2016 %
Held through Oxley Australia Pty Ltd			
Oxley Australia Management Pty Ltd [b] Property development	Australia	100	100
Held through Oxley Cambodia Pte. Ltd.			
Oxley Holdings (Cambodia) Co., Ltd. [b] [c] Investment holding	Cambodia	100	100
Held through Oxley Holdings (Cambodia) Co., Ltd.			
Oxley-Worldbridge (Cambodia) Co., Ltd. [b] [c] [d] Property development	Cambodia	49	49
Oxley Emerald (Cambodia) Co., Ltd [b] [c] [e] Property development	Cambodia	79	79
Oxley Gem (Cambodia) Co., Ltd [b] [c] [e] Property development	Cambodia	79	79
Oxley Sapphire (Cambodia) Co., Ltd [b] [c] [e] Property development	Cambodia	79	79
Held through Oxley Malaysia Pte. Ltd.			
Oxley Holdings (Malaysia) Sdn. Bhd. [b] [c] Investment holding	Malaysia	100	100
Held through Oxley Holdings (Malaysia) Sdn. Bhd.			
Oxley Diamond Sdn. Bhd. [b] [c] Property development	Malaysia	100	100
Oxley Emerald Sdn. Bhd. [b] [c] Investment holding	Malaysia	100	100
Oxley Gem Sdn. Bhd. [b] [c] Property development	Malaysia	100	100
Oxley Ruby Sdn. Bhd. [b] [c] Property development	Malaysia	100	100
Oxley Sapphire Sdn. Bhd. [b] [c] Property development	Malaysia	100	100
Oxley Star Sdn. Bhd. [b] [c] Property development	Malaysia	100	100
Oxley Zest Sdn. Bhd. [b] [c] [f] Property development	Malaysia	100	100
Oxley Rising Sdn. Bhd. [b] [c] Property development	Malaysia	100	100

39. Listing of and information on subsidiaries (cont'd)

Name of subsidiaries and principal activities	Country of incorporation	Effective equity held by the Group	
		2017 %	**2016 %**
Held through Oxley Holdings (Malaysia) Sdn. Bhd. (cont'd)			
Oxley Mosaic Sdn. Bhd. (b) (c) (f) Property development	Malaysia	100	100
Oxley Treasure Sdn. Bhd. (b) (c) (f) Property development	Malaysia	100	100
Stellar Treasure Sdn. Bhd. (b) (c) (f) Property development	Malaysia	100	100
Oxley World Sdn. Bhd. (b) (c) (f) Property development	Malaysia	100	100
Oxley Concept Sdn. Bhd. (b) (c) (f) Property development	Malaysia	100	100
Oxley Jade Sdn. Bhd. (b) (c) (f) Property development	Malaysia	100	100
Held through Oxley London Pte. Ltd.			
Oxley Wharf Limited (b) Investment holding	United Kingdom	100	100
Held through Oxley Wharf Limited			
Oxley Wharf Property 1 Limited (b) (c) Property development	United Kingdom	100	100
Oxley Wharf Property 2 Limited (b) (c) Property development	United Kingdom	100	100
Oxley Wharf Property 3 Limited (b) (c) Property development	United Kingdom	100	100
Oxley Wharf Property 4 Limited (b) (c) Property development	United Kingdom	100	100
Held through Oxley Japan Pte. Ltd.			
Oxley Akasaka Pte. Ltd. (b) (c) Property development	Singapore	100	100
Held through Oxley Myanmar Pte. Ltd.			
Oxley Yangon Company Limited (b) (c) Investment holding	Myanmar	100	100
Held through Oxley Yangon Company Limited			
Oxley Consultancy & Management Company Limited (b) (c) Property development	Myanmar	100	100
Held through Oxley UK Pte. Ltd.			
Oxley Deanston Limited Property development	United Kingdom	–	100

39. Listing of and information on subsidiaries (cont'd)

Name of subsidiaries and principal activities	Country of incorporation	Effective equity held by the Group	
		2017 %	2016 %
Held through Oxley Dublin Pte. Ltd.			
Oxley Docklands Quay 1 Limited [b] [c] Property development	Ireland	100	100
Oxley Docklands Quay 2 Limited [b] [c] Property development (Incorporated on 12 December 2016)	Ireland	100	–
Held through Oxley Vietnam Pte. Ltd.			
Oxley MK Holdings Vietnam Company Ltd [b] [c] Management Service (Incorporated on 13 April 2017)	Vietnam	90	–
Held through Oxley Florence Pte. Ltd.			
Oxley Florence S.P.A. [b] [c] Dormant (Incorporated on 13 April 2017)	Italy	100	–
Held through Oxley Cyprus Pte. Ltd.			
Oxley Holdings (Cyprus) Limited [b] [c] Investment holding (Incorporated on 23 December 2016)	Cyprus	100	–

[#] Cost of investment is less than $1,000.

[a] Audited by RSM Chio Lim LLP, a member of RSM International

[b] Audited by various member firms of Deloitte Touche Tohmatsu Limited

[c] The Company has given an undertaking of continuing financial support to these subsidiaries. This undertaking is provided by the Company without charge.

[d] The entity is consolidated because although the Group does not own, directly or indirectly through subsidiaries, more than half of the voting power of the entity, it is able to govern the financial and operating policies of the investee by virtue of an agreement with the other shareholders of the investee.

[e] In the reporting year 2016, the Group increased its investment in Cambodia subsidiaries. There is no change in management and control over these subsidiaries.

[f] The entity is dormant during the reporting year.

[g] The entities are struck off in the reporting year 2017.

[h] The entities are in the process of striking off.

[i] Not audited, as it is immaterial.

As is required by Rule 716 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the audit committee and the board of directors of the Company have satisfied themselves that the appointment of different auditors for certain of its overseas subsidiaries would not compromise the standard and effectiveness of the audit of the Group.

There are no subsidiaries that have non-controlling interests that are considered material to the reporting entity.

40. Listing of and information on associates

Name of associates, principal activities and independent auditors	Country of incorporation	Effective equity held by the Group	
		2017 %	**2016 %**
Held by the Company			
Goldprime Land Pte. Ltd. [(a) (b)] Property development Ernst & Young LLP	Singapore	49	49
Held through Oxley Bright Pte. Ltd.			
Galliard (Group) Limited [(a) (b)] Property development BDO LLP	United Kingdom	20	20
Held through Oxley China Pte. Ltd.			
Mglory Pte. Ltd. [(a) (b) (c)] Investment holding and property development Enterprise Assurance PAC	Singapore	–	19.85
Held through Oxley Sparkle Pte. Ltd.			
Pindan Group Pty Ltd [(a)] Investment holding and property development Deloitte and Touché, Australia	Australia	40	–

(a) Other independent auditors. Audited by firms of accountants other than member firms of RSM International of which RSM Chio Lim LLP in Singapore is a member. Their names are indicated above.

(b) The management financial statements at 30 June of the associates have been used for equity accounting purposes.

(c) The investment in Mglory Pte.Ltd. was classified as asset held for sale during the reporting year (See Note 20).

The Audit Committee and the Board of Directors of the Company have satisfied themselves that the appointment of different auditing firms for the above associates would not compromise the standard and effectiveness of the audit of the Group.

The Group holds a 20% equity interest in Galliard (Group) Limited ("Galliard"). Galliard has also issued warrants to an investor and if the warrant holder were to exercise its rights to convert the warrants into new ordinary shares in the capital of Galliard, the Group's equity interest in Galliard would reduce to 18%. Significant influence is presumed to exist (or not exist) when an entity holds 20% or more (or less than 20%) of the voting rights of another entity, unless it can be clearly demonstrated otherwise. Management has exercised significant judgement and determine that the Group continues to have significant influence over Galliard given, among other factors, the Group's participation in policy-making processes and decision-making about dividends and other distributions through its board representation. Based on these factors, management has classified Galliard as an associate in these financial statements.

40. Listing of and information on associates (cont'd)

40A. Non-material associates

There are associates that are considered not material individually to the Group. The summarised financial information of all the associates and the aggregate amounts (and not the Group's share of those amounts) based on the financial statements of the associates and adjusted to reflect adjustments made by the Group when using the equity method as follows:

	Group	
	2017 $'000	2016 $'000
Revenue	889,546	869,753
(Loss) / profit for the reporting year	(50,995)	191,637
Total comprehensive (loss) / income	(50,995)	191,637
Net assets of the associates	407,936	360,885

There are no significant restrictions on the ability of the associates to transfer funds to the reporting entity in the form of cash dividends.

40B. Acquisition of an associate in reporting year 2017

On 5 December 2016, the Group completed its acquisition of 40% equity interest in Pindan Group Pty Ltd ("Pindan") (incorporated in Australia). It became an associate of the Group. The transaction was accounted for by the acquisition method of accounting.

The consideration transferred is as follows:

	Group $'000
Cash paid	33,576

Management has since finalised the purchase price allocation exercise and identified the fair value of the identifiable assets, liabilities and contingent liabilities at date of acquisition by engaging an independent consultant to measure the fair values.

40. Listing of and information on associates (cont'd)

40B. Acquisition of an associate in reporting year 2017 (cont'd)

The fair values of Pindan's identifiable assets acquired and liabilities assumed are shown below:

	Group	
	Acquiree's carrying amount	
	Before combination	At fair values
	$'000	$'000
Investments	5,052	5,052
Property, plant and equipment	33,576	33,576
Income tax receivables	1,038	1,038
Deferred taxation assets	11,796	11,796
Backlog	–	6,461
Customer contracts	–	4,241
Cash and cash equivalents	7,475	7,475
Trade and other receivables	37,952	37,952
Loans to related parties	27,483	27,483
Other current assets	2,562	2,562
Inventory	9,248	9,248
Employee benefits, non-current	(260)	(260)
Financial liabilities, non-current	(13,228)	(13,228)
Deferred taxation liabilities	(5,094)	(8,304)
Trade and other payables	(62,978)	(62,978)
Employee benefits, current	(6,409)	(6,409)
Income taxes payables	(523)	(523)
Sundry creditors	(2,813)	(2,813)
Financial liabilities, current	(4,038)	(4,038)
Non-controlling interest	–	(3,806)
Net identifiable assets	40,839	44,525
Share of fair value of identifiable net assets acquired		17,810
Goodwill		15,766
Purchase consideration, settled by cash		33,576

The contributions from the acquired associate for the period between the date of acquisition and the end of the reporting year were as follows:

	Group	
	From date of acquisition in 2017	For the reporting year 2017
	$'000	$'000
Profit for the year	2,515	2,515

40. Listing of and information on associates (cont'd)

40C. Acquisition of an associate in reporting year 2016

On 24 July 2015, the Group completed its acquisition of 20% equity interest in Galliard (Group) Limited ("Galliard") (incorporated in London). It became an associate of the Group. The transaction was accounted for by the acquisition method of accounting.

Management has since finalised the purchase price allocation exercise and identified the fair value of the identifiable assets, liabilities and contingent liabilities at date of acquisition by engaging an independent consultant to measure the fair values.

The fair values of Galliard's identifiable assets acquired and liabilities assumed are shown below:

	Group	
	Acquiree's carrying amount	
	Before combination	At fair values
	$'000	$'000
Intangible assets – negative goodwill	(116,849)	–
Property, plant and equipment	65,666	65,666
Investments in joint ventures	162,501	666,634
Investments in associates	2,139	(1,177)
Investments	4,872	827
Inventories	606,097	540,993
Trade receivables	263,760	263,760
Cash and cash equivalents	53,520	158,970
Trade payables	(501,866)	(501,866)
Non-current payables	(435,034)	(435,034)
Provisions	(8,647)	(8,647)
Deferred tax liabilities	–	(90,569)
Contingent liabilities	–	(6,327)
Net identifiable assets	96,159	653,230
Share of fair value of identifiable net assets acquired		130,646
Negative goodwill		(25,196)
Purchase consideration, settled by cash		105,450

The excess of $25,196,000 of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent consideration over the cost of the business combination has been recognised in the profit or loss under share of profit from equity accounted associates. It arose primarily from the fair value increase of investments in joint ventures and inventories held by Galliard.

40. Listing of and information on associates (cont'd)

40C. Acquisition of an associate in reporting year 2016 (cont'd)

The contributions from the acquired associate for the period between the date of acquisition and the end of the reporting year were as follows:

	Group	
	From date of acquisition in 2016	**For the reporting year 2016**
	$'000	**$'000**
Profit for the year	24,878	24,878
Negative goodwill	25,196	25,196
	50,074	50,074

41. Listing of and information on joint ventures

Name of joint ventures, principal activities and independent auditors	**Country of incorporation**	**Effective equity held by the Group**	
		2017 %	**2016 %**
Held by the Company			
Oxley-Lian Beng Pte. Ltd. Property development RSM Chio Lim LLP	Singapore	50	50
Rio Casa Venture Pte. Ltd. (formerly known as Oxley-Lian Beng Venture Pte. Ltd.) Investment holding RSM Chio Lim LLP	Singapore	35	50
Metro Global Solutions Pte. Ltd. [b] Asset management and consultancy services RSM Chio Lim LLP	Singapore	50	50
Held through Oxley Emerald Sdn. Bhd.			
Posh Properties Sdn. Bhd. [a] [b] Property development Yeo & Associates	Malaysia	50	50
Held through Oxley Ruby Sdn. Bhd.			
Peninsular Teamwork Sdn. Bhd. [a] [b] [d] Property development Deloitte Touche LLP	Malaysia	50	50
Held through Oxley Batam Pte. Ltd.			
PT Oxley Karya Indo Batam [a] Property development Kreston International	Indonesia	50	50

41. Listing of and information on joint ventures (cont'd)

Name of joint ventures, principal activities and independent auditors	Country of incorporation	Effective equity held by the Group	
		2017 %	2016 %
Held through Oxley China Pte. Ltd.			
KAP Holdings (China) Pte Ltd [(a)] [(c)] Investment holding Deloitte & Touche LLP	Singapore	55	55
Held through Oxley Holdings (Cambodia) Co., Ltd.			
Oxley Diamond (Cambodia) Co., Ltd. [(a)] Property development Deloitte (Cambodia) Co., Ltd.	Cambodia	50	50
Held through Oxley UK Pte. Ltd.			
Oxley Deanston Limited [(a)] [#] Property development	United Kingdom	50	–

[#] Cost of investment is less than $1,000.

[(a)] Other independent auditors. Audited by firms of accountants other than member firms of RSM International of which RSM Chio Lim LLP in Singapore is a member. Their names are indicated above.

[(b)] The managements financial statements at 30 June of the joint ventures have been used for equity accounting purpose.

[(c)] KAP Holdings (China) Pte Ltd is jointly controlled by its shareholders as a result of a joint venture agreement dated 6 December 2013 and supplemental with further agreements dated 6 June 2014 and 6 August 2014, involving sharing of control over strategic, financial and operating decisions related to KAP Holdings (China) Pte Ltd. On 16 March 2016, the Group acquired additional 5% equity shares, however, there is no amendment to the agreements made prior to this, there is no change in the position of the Group on the investment in investee company.

[(d)] In June 2016, the Group completed its acquisition of 50% equity interest in Peninsular Teamwork Sdn. Bhd., a Malaysia based property developer at a consideration of $13,500,000.

41A. Aggregate for all non-material joint ventures

There are joint ventures that are considered individually not material to the reporting entity. The summarised financial information of all the non-material joint ventures and the aggregate amounts (and not the reporting entity's share of those amounts) based on the financial statements of the joint ventures are as below. These are adjusted to reflect adjustments made by the reporting entity when using the equity method.

	Group	
	2017 $'000	2016 $'000
Revenue	101,033	193,073
Profit for the reporting year	36,547	52,519
Total comprehensive income	36,547	52,519
Net assets of the joint ventures	58,377	60,707

There are no significant restrictions on the ability of the joint ventures to transfer funds to the reporting entity in the form of cash dividends.

42. Listing of and information on development properties

The listing of and information on the development properties are given below:

Project Name (where available)/ Location	Description	Tenure	Approximate Area (sqm) Land Area	Approximate Area (sqm) Gross Floor Area	Percentage of Completion at 30 June 2017	Interest Held by the Group	Expected Completion Date[h]
Singapore							
Mixed developments							
RV Point 233 River Valley Road, Singapore	8-storey development, mechanised car park and communal facilities	999-years from 1 July 1841	507	2,038	100%	100%	Completed
Viva Vista 3 South Buona Vista Road, Singapore	5-storey development with attic and mechanised car park	Freehold	3,626	9,013	100%	100%	Completed
Vibes@East Coast 308 Telok Kurau Road, Singapore	5-storey development with attic, mechanised car park, swimming pool and communal facilities	Freehold	2,413	7,125	100%	66%	Completed
Oxley Edge 308 River Valley Road, Singapore	4-storey development with attic, mechanised car park, and swimming pool	Freehold	1,121	3,226	100%	100%	Completed
Vibes@Kovan 93 Kovan Road, Singapore	5-storey development with attic, mechanised car park, swimming pool and communal facilities	Freehold	723	2,157	100%	100%	Completed
The Promenade @Pelikat 183 Jalan Pelikat, Singapore	3-storey development with attic and 3 levels of basement, swimming pool, carpark and communal facilities	Freehold	6,462	19,471	100%	90%	Completed

42. Listing of and information on development properties (cont'd)

Project Name (where available)/ Location	Description	Tenure	Approximate Area (sqm) Land Area	Approximate Area (sqm) Gross Floor Area	Percentage of Completion at 30 June 2017	Interest Held by the Group	Expected Completion Date[h]
Singapore (cont'd)							
Mixed developments (cont'd)							
Floraview, Floravista and Floraville 1,3,5,7 Ang Mo Kio Street 66 / 2 Cactus Road	4-storey shop flat with attic, shops / restaurant, basement carpark, residential flats and ancillary facilities And 4-storey apartment with attic, basement car park and ancillary facilities	Freehold	8,249	12,434	Plot A:94% [c]/ Plot B:100%	55%	Plot A:2017 / Plot B: Completed
NEWest 1 & 3 West Coast Drive	12-storey shop flat development with shops, residential flats, car park and ancillary facilities	956-years from 27 May 1928	15,298	25,149	100%	55%	Completed
339, 339A, 339B, 339C Joo Chiat Road, Singapore	5-storey development with residential flats, attic and commercial units	Freehold	593	897	100%	100%	Completed
KAP & KAP Residences 9 & 11 King Albert Park, Singapore	4/5-storey development with commercial podium, residential blocks and basement carparks	Freehold	5,535	17,161	100%	55%	Completed
The Rise@Oxley 71 & 73 Oxley Rise Road, Singapore	10-storey development with commercial podium, residential flats and basement carparks	Freehold	2,381	10,712	25%	100%	2017
Residential developments							
Vibes@Upper Serangoon 488 Upper Serangoon Road, Singapore	5-storey development with attic, mechanised car park, swimming pool and gym	Freehold	997	3,052	100%	100%	Completed

42. Listing of and information on development properties (cont'd)

Project Name (where available)/ Location	Description	Tenure	Approximate Area (sqm) Land Area	Approximate Area (sqm) Gross Floor Area	Percentage of Completion at 30 June 2017	Interest Held by the Group	Expected Completion Date[h]
Singapore (cont'd)							
Residential developments (cont'd)							
Presto@Upper Serangoon 528 Upper Serangoon Road, Singapore	5-storey development with attic, mechanised car park, swimming pool and gym	Freehold	585	1,820	100%	100%	Completed
Devonshire Residences 55 Devonshire Road, Singapore	25-storey development, mechanised car park, swimming pool and communal facilities	Freehold	1,245	3,835	100%	52%	Completed
Suites@Braddell 56 Braddell Road, Singapore	5-storey development with attic, mechanised car park, swimming pool and communal facilities	Freehold	1,108	1,552	100%	100%	Completed
Industrial developments							
Eco-tech@ Sunview 1 Sunview Road, Singapore	9-storey light industrial factory, carpark and ancillary facilities	30-years from 25 January 2013	28,173	70,432	100%	51%	Completed
Oxley Bizhub 2 62 Ubi Road 1, Singapore	11-storey multiple-user development, car park and ancillary facilities	60-years from 10 June 2011	12,378	30,942	100%	55%	Completed
Commercial developments							
The Flow 66 East Coast Road, Singapore	7-storey commercial development with basement and mechanised car park	Freehold	2,176	6,527	100%	100%	Completed
Oxley Tower 138 Robinson Road, Singapore	32-storey development and car park	Freehold	1,490	16,839	100%	100%	Completed
Robinson Square 144 Robinson Road, Singapore	20-storey development and mechanised car park	Freehold	422	4,755	100%	100%	Completed

42. Listing of and information on development properties (cont'd)

Project Name (where available)/ Location	Description	Tenure	Approximate Area (sqm) Land Area	Approximate Area (sqm) Gross Floor Area	Percentage of Completion at 30 June 2017	Interest Held by the Group	Expected Completion Date[h]
Cambodia							
Mixed developments							
The Garage [f] Street #84, Phum #13, Sangkat Srah Chork, Khan Daun Penh, Phnom Penh, Cambodia	Mixed retail, hotel and residential development [a]	Freehold	8,921	–[a]	Has not commenced construction	79%	–[b]
The Peak Samdach Hun Sen Street Village 14, Sangkat Tonle Bassac, Khan Chamkamorn, Phnom Penh, Cambodia	Mixed retail, hotel, office and residential development [a]	Freehold	12,609	208,750 [a]	6.5%	79%	2020
Residential development							
The Palms [g] National Road, No 1, Kdey Tokoy Village, Veal Sbov Commune, Khan Mean Chey, Phnom Penh, Cambodia	Residential development [a]	Freehold	37,689	78,876 [a]	Has not commenced construction	79%	–[b]
Malaysia							
Mixed developments							
Oxley Towers Kuala Lumpur City Centre Lot 99, Section 0058 Mukim Bandar Kuala Lumpur, Daerah Kuala Lumpur, Malaysia	Mixed retail, hotel, office and residential development [a]	Freehold	12,575	175,979 [a]	Has not commenced construction	100%	–[b]
Pepper Hill [g] Penang Mukim 18, Daerah Timor Laut, Penang, Malaysia	– [a]	Freehold	119,876	– [a]	Has not commenced construction	100%	–[b]

42. Listing of and information on development properties (cont'd)

Project Name (where available)/ Location	Description	Tenure	Approximate Area (sqm) Land Area	Approximate Area (sqm) Gross Floor Area	Percentage of Completion at 30 June 2017	Interest Held by the Group	Expected Completion Date[h]
Malaysia (cont'd)							
Mixed developments (cont'd)							
Medini [g] Plot B3 & B5 Iskandar, Johor, Malaysia	– [a]	99 years + 30 years extension	17,300	–[a]	Has not commenced construction	100%	–[b]
Section 16 [g] Lot 26315, Bt 6 Jalan Damansara, Daerah Petaling Jaya, Negeri Selangor, Malaysia	– [a]	Freehold	19,098	–[a]	Has not commenced construction	100%	–[b]
Ireland							
Mixed development							
Dublin Landings North Wall Quay Dublin 1	Commercial and residential development	Leasehold	9,700	33,232	7%	100%	2019
London							
Mixed development							
Royal Wharf North Woolwich Road, London, United Kingdom	Township development	Freehold and Leasehold	149,734	363,000	87.08% [d] 38.91% [e] 5.35% [f]	100%	2017 [d] 2018 [e] 2020 [f]

[a] The plans for these projects are subject to modification.

[b] These projects are yet to be launched.

[c] The projects achieved TOP subsequent to the end of the reporting year 2017.

[d] The target completion date and percentage of completion is for Royal Wharf Phase 1, which was launched in March 2014.

[e] The target completion date and percentage of completion is for Royal Wharf Phase 2, which was launched in September 2014.

[f] The target completion date and percentage of completion is for Royal Wharf Phase 3, which was launched in February 2016.

[g] Project names are for illustrative purpose only.

[h] The expected completion date refers to the calendar year.

STATISTICS OF SHAREHOLDINGS

As at 22 September 2017

Issued and paid-up capital	:	$166,258,989
Number of shares	:	2,948,219,971
Class of shares	:	Ordinary shares
Voting rights	:	One vote per share

The Company holds 22,745,400 issued shares as treasury shares and there are no subsidiary holdings. The treasury shares constitute 0.77% of the total number of issued shares of the Company.

DISTRIBUTION OF SHAREHOLDINGS

(As recorded in the Register of Members and Depository Register as at 22 September 2017)

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	% OF SHAREHOLDERS	NO. OF SHARES	% OF SHAREHOLDINGS
1 - 99	21	1.25	366	0.00
100 - 1,000	70	4.18	47,712	0.00
1,001 - 10,000	597	35.64	4,382,562	0.15
10,001 - 1,000,000	947	56.54	78,422,885	2.68
1,000,001 and above	40	2.39	2,842,621,046	97.17
TOTAL	**1,675**	**100.00**	**2,925,474,571**	**100.00**

The above shareholdings do not include 22,745,400 treasury shares held by the Company.

SUBSTANTIAL SHAREHOLDERS

(As recorded in the Register of Substantial Shareholders as at 22 September 2017)

	Direct Interest		Deemed Interest	
	No. of Shares	**%[3]**	**No. of Shares**	**%[3]**
Ching Chiat Kwong[1][2]	1,251,832,610	42.79	8,000,000	0.27
Low See Ching (Liu Shijin)[2]	845,337,191	28.90	–	–
Tee Wee Sien (Zheng Weixian)	356,133,464	12.17	–	–

Notes:

(1) Ching Chiat Kwong is deemed to have an interest in 8,000,000 shares held by Gold Crescent Holdings Limited by virtue of Section 7 of the Companies Act (Chapter 50).

(2) Ching Chiat Kwong and Low See Ching (Liu Shijin) are deemed to be parties acting in concert with each other with respect to the Company pursuant to a concert parties agreement dated 18 November 2011.

(3) The percentages of issued share capital are calculated based on 2,925,474,571 issued shares (excluding treasury shares) in the capital of the Company as at 22 September 2017.

TWENTY LARGEST SHAREHOLDERS
(As at 22 September 2017)

NO.	NAME	NO. OF SHARES	%
1	CITIBANK NOMINEES SINGAPORE PTE LTD	562,221,320	19.22
2	DBS NOMINEES PRIVATE LIMITED	363,231,990	12.42
3	CHING CHIAT KWONG	349,801,600	11.96
4	LOW SEE CHING (LIU SHIJIN)	319,037,191	10.91
5	DB NOMINEES (SINGAPORE) PTE LTD	273,248,300	9.34
6	RAFFLES NOMINEES (PTE) LIMITED	234,525,410	8.02
7	HONG LEONG FINANCE NOMINEES PTE LTD	222,914,500	7.62
8	MAYBANK NOMINEES (SINGAPORE) PRIVATE LIMITED	132,840,000	4.54
9	OCBC SECURITIES PRIVATE LIMITED	77,511,350	2.65
10	TEE WEE SIEN (ZHENG WEIXIAN)	75,633,464	2.59
11	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	59,620,414	2.04
12	TAN YONG HOA	39,795,108	1.36
13	MAYBANK KIM ENG SECURITIES PTE. LTD.	29,200,800	1.00
14	UOB KAY HIAN PRIVATE LIMITED	25,765,777	0.88
15	KOH WEE MENG	14,663,000	0.50
16	PHILLIP SECURITIES PTE LTD	9,716,923	0.33
17	CIMB SECURITIES (SINGAPORE) PTE LTD	5,813,321	0.20
18	LIAN BEE METAL PTE LTD	5,748,498	0.20
19	YAP BOH SIM	5,000,000	0.17
20	PERIANNAN S/O RAMAKRISHNAN	3,546,500	0.12
	TOTAL	**2,809,835,466**	**96.07**

SHARES HELD BY PUBLIC

Based on the information provided to the Company as at 22 September 2017, approximately 15.56% of the issued ordinary shares (excluding treasury shares) of the Company was held in the hands of the public as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited. Accordingly, Rule 723 of the Listing Manual has been complied with.

16 October 2017

This Appendix is circulated to shareholders of Oxley Holdings Limited (the "**Company**") together with the Company's Annual Report. Its purpose is to explain to shareholders the rationale and provide information to shareholders for the proposed renewal of the Shareholders' Mandate (as defined in this Appendix) to be tabled at the Annual General Meeting of the Company to be held on Tuesday, 31 October 2017 at 10.00 am at Polaris I, Level 1, Novotel & Mercure Singapore on Stevens, 28 Stevens Road, Singapore 257878.

The Notice of Annual General Meeting is enclosed with the Annual Report.

If you are in any doubt as to the contents herein or as to any action you should take, you should consult your broker, bank manager, accountant or other professional adviser immediately.

If you have sold or transferred all your issued and fully paid ordinary shares in the capital of the Company, you should immediately forward this Appendix, together with the Company's Annual Report, the Notice of Annual General Meeting and the accompanying Proxy Form, to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The SGX-ST takes no responsibility for the accuracy of any statements or opinions made or reports contained in this Appendix.

OXLEY HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 201005612G)

APPENDIX

IN RELATION TO

THE PROPOSED RENEWAL OF THE SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS

DEFINITIONS

In this Appendix, the following definitions apply throughout unless otherwise stated:

Companies within our Group

"**Company**" or "**Oxley Holdings**"	:	Oxley Holdings Limited
"**Group**"	:	The Company and its subsidiaries

Other Companies and Organisations

"**Oxley Construction**" or "**Mandated Interested Person**"	:	Oxley Construction Pte Ltd
"**SGX-ST**"	:	Singapore Exchange Securities Trading Limited

General

"**Act**" or "**Companies Act**"	:	The Companies Act (Chapter 50) of Singapore as amended, supplemented or modified from time to time
"**AGM**"	:	Annual general meeting to be held on Tuesday, 31 October 2017 at 10.00 am at Polaris I, Level 1, Novotel & Mercure Singapore on Stevens, 28 Stevens Road, Singapore 257878
"**Associate**"	:	(a) In relation to any director, Chief Executive Officer, substantial shareholder or controlling shareholder (being an individual) means:- (i) his immediate family (being his spouse, child, adopted child, step-child, sibling and parent); (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more (b) In relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
"**Audit Committee**"	:	The audit committee of the Company
"**Controlling Shareholder**"	:	A person who:- (a) holds directly or indirectly 15% or more of the total number of issued shares excluding treasury shares and subsidiary holdings in the Company; or (b) in fact exercises control over the Company
"**Directors**"	:	The directors of the Company
"**Latest Practicable Date**"	:	22 September 2017, being the latest practicable date prior to the printing of this Appendix

"**Listing Manual**"	:	The Listing Manual of the SGX-ST, as may be amended, varied or supplemented from time to time
"**Shareholders**"	:	Registered holders of Shares, except where the registered holder is CDP, the term "**Shareholders**" shall, in relation to such Shares mean the Depositors whose Securities Accounts are credited with Shares
"**Shareholders' Mandate**"	:	The general mandate approved by Shareholders for the Group to enter into certain transactions with the Mandated Interested Person in compliance with Chapter 9 of the Listing Manual, as further described in this Appendix
"**Shares**"	:	Ordinary shares in the capital of the Company
"**Substantial Shareholder**"	:	A person who has an interest in voting shares of the Company the total votes attached to which is not less than 5% of the total votes attached to all the voting shares in the Company
Currencies, Units and Others		
"**S$**" or "**$**" and "**cents**"	:	Singapore Dollars and cents, respectively

The terms "Depositor", "Depository Agent" and "Depository Register" shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act, Chapter 289 (as amended or modified from time to time).

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations.

Any reference in this Appendix to any enactment is a reference to that enactment for the time being amended or re-enacted. Any word defined under the Act, any statutory modification thereof, and used in this Appendix shall, where applicable, have the meaning ascribed to it under the Act, such statutory modification thereof, as the case may be.

1. INTRODUCTION

The Company anticipates that the Group would, in the ordinary course of business, enter into transactions including but not limited to the transactions set out in this Appendix with persons which are considered “interested persons” as defined in Chapter 9 of the Listing Manual. It is likely that such transactions will occur with some degree of frequency and could arise at any time and from time to time.

Under Chapter 9 of the Listing Manual, a listed company may seek a general mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations, which may be carried out with the listed company’s interested persons, but not for the purchase or sale of assets, undertakings or businesses.

Due to the time-sensitive nature of commercial transactions, such a mandate will enable the Group, in the normal course of business, to enter into certain categories of interested person transactions with certain categories of interested persons, as set out below, provided that such interested person transactions are made on an arm’s length basis and on normal commercial terms.

At the last annual general meeting held on 28 October 2016, the Shareholders approved the renewal of the Shareholders’ Mandate (as described below). The Shareholders’ Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company. Accordingly, the Directors propose that the Shareholders’ Mandate be renewed at the AGM to be held on 31 October 2017, to take effect until the next annual general meeting of the Company.

The purpose of this Appendix is to provide Shareholders with the relevant information relating to, and to seek Shareholders’ approval at the AGM to renew the Shareholders’ Mandate.

2. RENEWAL OF SHAREHOLDERS’ MANDATE FOR INTERESTED PERSON TRANSACTIONS

2.1 Categories of interested persons

The Shareholders’ Mandate will apply to the Group’s transactions with the Mandated Interested Person, namely Oxley Construction.

Oxley Construction is a company incorporated in May 1995 and is primarily engaged in building construction. The sole director and shareholder of Oxley Construction is Mr Ching Chiat Kwong, the Executive Chairman and Chief Executive Officer, as well as Controlling Shareholder, of the Company.

2.2 Categories of interested person transaction and the benefits derived from such transactions

The transactions with the Mandated Interested Person relate to the provision of building and construction services by the Mandated Interested Person in the ordinary course of business to the Group. The Directors believe that it is beneficial to the Group to engage the Mandated Interested Person for the construction of the Group’s property projects as long as such transactions are made on prices and terms not less favourable than those offered to the Group by unrelated parties.

The Mandated Interested Person has been providing building and construction services to previous property development projects undertaken by Mr Ching Chiat Kwong, the Executive Chairman and Chief Executive Officer of the Company. The Mandated Interested Person has also been providing building and construction services to the Group since the listing of the Company. The Mandated Interested Person is thus familiar with the requirements and specifications, in terms of material quality, workmanship, timeline and other deliverables, demanded by the Group. As such, less time and resource will be spent on additional quality checks, unnecessary rectification works and supervision to ensure that work is done to the Group’s satisfaction and project timelines are adhered to. Based on the foregoing, the Directors are of the view that it will be beneficial to the Group to continue to engage the services of the Mandated Interested Person in the future, subject to the review procedures under the Shareholders’ Mandate.

Transactions with interested persons that do not fall within the ambit of the Shareholders’ Mandate shall be subject to the relevant provisions of Chapter 9 and/or other applicable provisions of the Listing Manual.

2.3 Rationale for and benefits of the Shareholders' Mandate

The Shareholders' Mandate and the renewal of the Shareholders' Mandate on an annual basis will eliminate the need to convene general meetings from time to time to seek Shareholders' approval as and when potential transactions with the Mandated Interested Persons arise, thereby eliminating the administrative time and expenses in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the Group.

The Shareholders' Mandate is intended to facilitate recurrent transactions of a revenue or trading nature or those necessary for day-to-day operations, provided that they are carried out on an arm's length basis and on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

Disclosure will be made in the Company's annual report of the aggregate value of interested person transactions conducted pursuant to the Shareholders' Mandate during the financial year. In addition, the Company will announce the aggregate value of transactions conducted pursuant to the Shareholders' Mandate during the relevant financial period within the required time frame stipulated in the Listing Manual.

2.4 Guidelines and review procedures under Shareholders' Mandate

Prior to engaging the services of the Mandated Interested Person, at least two other quotes or bids from unrelated parties shall be obtained for similar building and construction services for comparison purposes. If the construction contract is to be awarded to the Mandated Interested Person, the contract sum shall not be less favourable than the most competitive quote offered and the credentials of the Mandated Interested Person shall also be supported by a recommendation from an architect. In addition, the material terms (in respect of the total amount of the contract sum) offered by the Mandated Interested Person shall also not be less favourable than those offered by the unrelated parties. In the event that certain material terms are not directly comparable to the other quotes or bids from unrelated parties (for example, differences arising from classification of work to be performed), a Director or the Financial Controller, who shall not have an interest in such transaction, will determine whether the terms offered by the Mandated Interested Person are fair and reasonable. In reviewing the contract sum and terms, all pertinent factors, including but not limited to quality, specifications and requirements, duration of contracts, credit terms, delivery arrangement and track record will be taken into consideration.

The Group has implemented the aforesaid procedures to supplement existing internal control procedures to ensure that interested person transactions are undertaken on an arm's length basis and on normal commercial terms consistent with usual business practice and policies and are not more favourable to the interested person than those extended to unrelated parties.

In addition, to supplement internal procedures to ensure that all interested person transactions covered by the Shareholders' Mandate will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, the following approval limits for the interested person transactions will be applied:-

(a) where an individual transaction is below $250,000, such transaction will be subject to review and prior approval by the Financial Controller, who shall not have an interest in such transaction;

(b) where an individual transaction is equal to or in excess of $250,000, such transaction will be subject to review and prior approval by the Audit Committee; and

(c) where the aggregate value of all transactions with the Mandated Interested Person in the same financial year is equal to or in excess of 5% of the Group's latest audited net tangible assets, all transactions comprising such an amount will be reviewed by the Audit Committee to ensure that they are carried out on normal commercial terms and in accordance with the procedures set out in the Shareholders' Mandate. All transactions which have been reviewed and approved by the Audit Committee will be excluded from the aggregation of transactions for the purpose of such review.

A register will be maintained by the Company to record all interested person transactions (including the dates, terms and basis on which such transactions are entered into) which are entered into pursuant to the Shareholders' Mandate and the approval or review by the Audit Committee or Financial Controller, as the case may be. In the event that the Financial Controller or any member of the Audit Committee (where applicable) is interested in any interested person transaction, he will abstain from reviewing and/or approving that particular transaction.

The Company shall, on a quarterly basis, report to the Audit Committee on all interested person transactions, and the basis of such transactions, entered into with the Mandated Interested Person during the preceding quarter. The Audit Committee shall review such interested person transactions to ensure that they are carried out at arm's length and on normal commercial terms, at its quarterly meetings except where such interested person transactions are required under the review procedures to be reviewed and approved by the Audit Committee prior to the entry thereof.

The Audit Committee shall review from time to time such guidelines and procedures to determine if they continue to be adequate and/or commercially practicable in ensuring that transactions between the Mandated Interested Person and the Group are conducted on an arm's length basis and on normal commercial terms.

The Audit Committee will also carry out periodic reviews (not less than twice in a financial year) to ensure that the established guidelines and procedures for interested person transactions have been complied with and the relevant approvals obtained. The Audit Committee may also engage external parties to carry out such periodic reviews if deemed necessary or appropriate. Further, if during these periodic reviews, the Audit Committee is of the view that the above guidelines and procedures are not sufficient to ensure that these interested person transactions will be on an arm's length basis and on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, the Company will revert to the Shareholders for a fresh mandate based on new guidelines and procedures for transactions with the Mandated Interested Person. During the period prior to obtaining a fresh mandate from Shareholders, all transactions with the Mandated Interested Person will be subject to prior review and approval by the Audit Committee.

3. AUDIT COMMITTEE'S STATEMENT

The Audit Committee (currently comprising Mr Ng Weng Sui Harry, Mr Phua Sian Chin and Mr Lim Yeow Hua @ Lim You Qin) has reviewed the terms of the Shareholders' Mandate and confirms that the method and procedures for determining the transaction prices under the Shareholders' Mandate have not changed since the last Shareholders' approval on 28 October 2016 and that such methods and procedures are sufficient to ensure that the transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors and Substantial Shareholders in Shares as at the Latest Practicable Date, as recorded in the Register of Director's Shareholdings and the Register of Substantial Shareholders kept by the Company, are set out below:-

	Direct Interest		Deemed Interest	
	Number of Shares	**%[1]**	**Number of Shares**	**%[1]**
Directors				
Ching Chiat Kwong[2]	1,251,832,610	42.79	8,000,000	0.27
Low See Ching	845,337,191	28.90	–	–
Ng Weng Sui Harry	350,000	0.01	–	–
Phua Sian Chin	–	–	–	–
Lim Yeow Hua @ Lim You Qin	–	–	–	–
Substantial Shareholders (other than Directors)				
Tee Wee Sien	356,133,464	12.17	–	–

Notes:

(1) Percentage computed based on the total number of issued Shares excluding treasury shares of the Company, being 2,925,474,571 Shares, as at the Latest Practicable Date.

(2) Ching Chiat Kwong is deemed to have an interest in 8,000,000 Shares held by Gold Crescent Holdings Limited by virtue of Section 7 of the Companies Act (Chapter 50).

5. DIRECTORS' RECOMMENDATION

Having fully considered the rationale set out in this Appendix, the Directors who are considered independent for the purposes of the proposed renewal of the Shareholders' Mandate, namely Mr Low See Ching, Mr Ng Weng Sui Harry, Mr Phua Sian Chin and Mr Lim Yeow Hua @ Lim You Qin, believe that the Shareholders' Mandate is in the interest of the Company and recommend that Shareholders vote in favour of the resolution to approve the same as set out in the Notice of AGM.

6. ABSTENTION FROM VOTING

In view that the Mandated Interested Person is an Associate of Mr Ching Chiat Kwong, the Executive Chairman and Chief Executive Officer, as well as Controlling Shareholder, of the Company, Mr Ching will abstain from voting on the resolution pertaining to the renewal of the Shareholders' Mandate at the AGM and will also undertake to ensure that his Associates will abstain from voting on the same. The Company will disregard any votes cast on the resolution by Mr Ching or his Associates.

7. ANNUAL GENERAL MEETING

The AGM, notice of which is set out in the Annual Report 2017 of the Company, will be held on Tuesday, 31 October 2017 at 10.00 am at Polaris I, Level 1, Novotel & Mercure Singapore on Stevens, 28 Stevens Road, Singapore 257878, for the purpose of considering and, if thought fit, passing with or without any modifications, the Ordinary Resolution relating to the renewal of the Shareholders' Mandate as set out in the Notice of AGM.

8. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the AGM and who wish to appoint a proxy to attend on their behalf are requested to complete, sign and return the Proxy Form attached to the Annual Report in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the registered office of the Company at 138 Robinson Road #30-01 Oxley Tower Singapore 068906 not less than 48 hours before the time fixed for the AGM. The completion and lodgement of the Proxy Form by a Shareholder will not prevent him from attending and voting at the AGM in person if he so wishes.

A Depositor shall not be regarded as a member of the Company entitled to attend the AGM and to speak and vote thereat unless his name appears on the Depository Register as at 72 hours before the AGM.

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the renewal of the Shareholders' Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

16 October 2017

This Appendix is circulated to shareholders of Oxley Holdings Limited (the "**Company**") together with the Company's Annual Report. Its purpose is to explain to shareholders the rationale and provide information to shareholders for the proposed renewal of the Shareholders' Mandate (as defined in this Appendix) to be tabled at the Annual General Meeting of the Company to be held on Tuesday, 31 October 2017 at 10.00 am at Polaris I, Level 1, Novotel & Mercure Singapore on Stevens, 28 Stevens Road, Singapore 257878.

The Notice of Annual General Meeting is enclosed with the Annual Report.

If you are in any doubt as to the contents herein or as to any action you should take, you should consult your broker, bank manager, accountant or other professional adviser immediately.

If you have sold or transferred all your issued and fully paid ordinary shares in the capital of the Company, you should immediately forward this Appendix, together with the Company's Annual Report, the Notice of Annual General Meeting and the accompanying Proxy Form, to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The SGX-ST takes no responsibility for the accuracy of any statements or opinions made or reports contained in this Appendix.

OXLEY HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 201005612G)

APPENDIX

IN RELATION TO

THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

APPENDIX II

DEFINITIONS

In this Appendix, the following definitions apply throughout unless otherwise stated:

"**AGM**"	:	Annual general meeting to be held on Tuesday, 31 October 2017 at 10.00 am at Polaris I, Level 1, Novotel & Mercure Singapore on Stevens, 28 Stevens Road, Singapore 257878
"**Board**"	:	The board of Directors of the Company for the time being
"**CDP**"	:	The Central Depository (Pte) Limited
"**CEO**"	:	Chief Executive Officer
"**Companies Act**"	:	The Companies Act, Chapter 50 of Singapore, as amended, supplemented or modified from time to time
"**Company**"	:	Oxley Holdings Limited
"**Director**"	:	A director of the Company for the time being
"**FY**"	:	Financial year ended, or as the case may be, ending 30 June
"**Group**"	:	The Company and its subsidiaries
"**Latest Practicable Date**"	:	22 September 2017, being the latest practicable date prior to the printing of this Appendix
"**Listing Manual**"	:	The Listing Manual of the SGX-ST, as amended, supplemented or modified from time to time
"**Market Day**"	:	A day on which the SGX-ST is open for trading in securities
"**SGX-ST**"	:	Singapore Exchange Securities Trading Limited
"**Share Purchase Mandate**"	:	The general mandate given by Shareholders to authorise the Directors to purchase Shares on behalf of the Company in accordance with the terms set out in this Appendix and the rules and regulations set forth in the Companies Act and the Listing Manual
"**Shareholders**"	:	Registered holders of Shares, except where the registered holder is CDP, the term "**Shareholders**" shall, in relation to such Shares, mean the Depositors whose securities accounts maintained with CDP are credited with the Shares
"**Shares**"	:	Ordinary shares in the capital of the Company
"**SIC**"	:	The Securities Industry Council of Singapore
"**subsidiary holdings**"	:	Shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act
"**Take-over Code**"	:	The Singapore Code on Take-overs and Mergers, as amended, supplemented or modified from time to time
"**treasury shares**"	:	Issued Shares of the Company which were (or are treated as having been) purchased by the Company in circumstances which Section 76H of the Companies Act applies and have since purchase been continuously held by the Company
"**$**" and "**cents**"	:	Singapore Dollars and cents respectively
"**%**" or "**percent**"	:	Percentage or per centum

The terms "**Depositor**", "**Depository Agent**" and "**Depository Register**" shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act, Chapter 289 (as amended or modified from time to time).

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations.

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or any statutory modification thereof and not otherwise defined in this Appendix shall have the same meaning assigned to it under the Companies Act or any statutory modification thereof, as the case may be.

Any reference to a time of day in this Appendix is made by reference to Singapore time unless otherwise stated.

Any discrepancies in the tables in this Appendix between the sum of listed amounts and the totals thereof shown are due to rounding.

1. INTRODUCTION

Shareholders had approved the Share Purchase Mandate at the extraordinary general meeting held on 28 October 2015 to enable the Company to purchase or otherwise acquire issued Shares. The Share Purchase Mandate was subsequently renewed at the annual general meeting held on 28 October 2016. The authority conferred on the Directors under the current Share Purchase Mandate will expire at the AGM to be held on 31 October 2017.

Accordingly, the Directors propose to seek the approval of Shareholders for the renewal of the Share Purchase Mandate. The purpose of this Appendix is to provide Shareholders with information in relation to the proposed renewal of the Share Purchase Mandate.

2. RATIONALE FOR THE SHARE PURCHASE MANDATE

The rationale for the Share Purchase Mandate includes the following:

(a) The Share Purchase Mandate would give the Company the flexibility to undertake purchases of its Shares at any time, subject to market conditions, during the period when the Share Purchase Mandate is in force. Share purchases provide the Company with a mechanism to return surplus cash over and above its ordinary capital requirements and investment needs to its Shareholders in an expedient and cost-efficient manner.

(b) The Share Purchase Mandate will allow the Directors to exercise greater control over the Company's share capital structure, dividend policy and cash reserves, with a view to enhancing the net tangible assets and/or earnings per Share.

(c) The purchase or acquisition of Shares under the Share Purchase Mandate will help to mitigate short-term share price volatility by stabilising the supply and demand of issued Shares and offset the effects of short-term share price speculation, thereby supporting the fundamental value of the issued Shares and bolstering Shareholders' confidence.

The purchase or acquisition of Shares will only be undertaken if the Directors believe that it can benefit the Company and Shareholders. Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Purchase Mandate may not be carried out to the full 5% limit as authorised. No purchase or acquisition of Shares will be made in circumstances which would have or may have a material adverse effect on the liquidity of Shares or the financial condition of the Company and the Group or result in the Company being delisted. The Directors will use their best efforts to ensure that after a purchase or acquisition of Shares pursuant to the Share Purchase Mandate, the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or adversely affect the orderly trading and listing status of the Shares on the SGX-ST.

3. AUTHORITY AND LIMITS OF THE SHARE PURCHASE MANDATE

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the proposed Share Purchase Mandate, if renewed at the AGM, are summarised below:-

(a) Maximum Number of Shares

The Company may purchase only Shares, which are issued and fully paid-up. The total number of Shares that may be purchased is limited to that number of Shares representing not more than 5% of the issued Shares (excluding any treasury shares and subsidiary holdings) as at the date of the AGM at which the resolution renewing the Share Purchase Mandate is passed (the "**Approval Date**"), unless the Company has thereafter, at any time during the Relevant Period, reduced its share capital in accordance with the applicable provisions of the Companies Act, in which event the total number of issued Shares of the Company shall be taken to be the total number of issued Shares as altered (excluding any treasury shares and subsidiary holdings). "**Relevant Period**" means the period commencing from the date on which the Share Purchase Mandate is renewed and expiring on the date on which the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier.

For illustrative purposes only, based on the issued share capital of the Company as at the Latest Practicable Date of 2,925,474,571 Shares (excluding 22,745,400 treasury shares held by the Company and no subsidiary holdings), and assuming that the number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company remains unchanged up to the date of the AGM, not more than 146,273,728 Shares, representing 5% of the issued Shares (excluding treasury shares and subsidiary holdings) as at that date, may be purchased or acquired by the Company pursuant to the Share Purchase Mandate.

(b) Duration of Authority

Purchases of Shares may be made, at any time and from time to time, from the Approval Date up to the earliest of:-

(i) the date on which the next annual general meeting of the Company is held or required by law to be held;

(ii) the date on which Share purchases have been carried out to the full extent of the Share Purchase Mandate; or

(iii) the date on which the authority conferred by the Share Purchase Mandate is varied or revoked by an ordinary resolution of Shareholders in general meeting.

(c) Manner of Purchase

Purchases of Shares may be made on the SGX-ST ("**Market Purchases**") and/or otherwise than on the SGX-ST, in accordance with an equal access scheme (as defined in Section 76C(6) of the Companies Act) ("**Off-Market Purchases**").

Market Purchases refer to purchases of Shares by the Company effected on the SGX-ST through one or more duly licensed stockbrokers appointed by the Company for the purpose.

Off-Market Purchases refer to purchases of Shares by the Company made under an equal access scheme or schemes for the purchase of Shares from Shareholders. The Directors may impose such terms and conditions, which are not inconsistent with the Share Purchase Mandate and the Companies Act, as they consider fit in the interests of the Company in connection with or in relation to an equal access scheme or schemes. Under the Companies Act, an equal access scheme must satisfy all the following conditions:-

(i) offers for the purchase or acquisition of issued shares shall be made to every person who holds issued shares to purchase or acquire the same percentage of their issued shares;

(ii) all of those persons shall be given a reasonable opportunity to accept the offers made; and

(iii) the terms of all the offers are the same, except that there shall be disregarded:-

(aa) differences in consideration attributable to the fact that offers may relate to shares with different accrued dividend entitlements;

(bb) (if applicable) differences in consideration attributable to the fact that offers relate to shares with different amounts remaining unpaid; and

(cc) differences in the offers introduced solely to ensure that each person is left with a whole number of shares.

In addition, the Listing Manual provides that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders, which must contain at least the following information:-

(i) the terms and conditions of the offer;

(ii) the period and procedures for acceptances;

(iii) the reasons for the proposed share purchase;

(iv) the consequences, if any, of share purchases by the Company that will arise under the Take-over Code or other applicable take-over rules;

(v) whether the share purchase, if made, could affect the listing of the Shares on the SGX-ST;

(vi) details of any share purchases made by the Company in the previous 12 months (whether Market Purchases or Off-Market Purchases), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and

(vii) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

(d) Maximum Purchase Price

The purchase price (excluding brokerage, stamp duties, commissions, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors.

However, the purchase price must not exceed:-

(i) in the case of a Market Purchase, 105% of the Average Closing Price (as defined below); and

(ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price (as defined below),

(the "**Maximum Price**") in either case, excluding related expenses of the purchase.

For the above purposes:-

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five Market Days on which transactions in Shares were recorded, preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five-day market period; and

"**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

4. STATUS OF PURCHASED SHARES

Any Share which is purchased by the Company is deemed cancelled immediately on purchase (and all rights and privileges attached to that Share will expire on cancellation) unless such Share is held by the Company as a treasury share.

(a) Cancelled Shares

Where Shares purchased or acquired by the Company are cancelled, the Company shall:

(i) reduce the amount of its share capital where the Shares were purchased or acquired out of the capital of the Company;

(ii) reduce the amount of its profits where the Shares were purchased or acquired out of the profits of the Company; or

(iii) reduce the amount of its share capital and profits proportionately where the Shares were purchased or acquired out of both the capital and the profits of the Company,

by the total amount of the purchase price paid by the Company for the Shares cancelled.

Shares which are cancelled will be automatically delisted by the SGX-ST, and certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following such cancellation. The total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company which are cancelled and not held as treasury shares.

(b) Treasury Shares

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. According to the key provisions on treasury shares under the Companies Act:

(i) Maximum Holdings

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares.

(ii) Voting and other Rights

The Company will not have the right to attend or vote at meetings and/or to receive any dividends in respect of treasury shares. However, the allotment of treasury shares as fully paid bonus shares is allowed. Also, a subdivision or consolidation of any treasury share into treasury shares of a smaller amount is allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

(iii) Disposal and Cancellation

The Company may dispose of treasury shares at any time in the following ways:

(aa) selling the treasury shares for cash;

(bb) transferring the treasury shares for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;

(cc) transferring the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;

(dd) cancelling the treasury shares; or

(ee) selling, transferring or otherwise using the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

5. SOURCE OF FUNDS

The Companies Act permits the Company to purchase its Shares out of capital or profits so long as the Company is solvent. For this purpose, the Company is solvent if at the date of the payment for the Shares, the following conditions are satisfied:-

(a) there is no ground on which the Company could be found to be unable to pay its debts;

(b) if (i) it is intended to commence winding up of the Company within the period of 12 months immediately after the date of the payment, the Company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up; or (ii) it is not intended so to commence winding up, the Company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and

(c) the value of the Company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the purchase of Shares, become less than the value of its liabilities (including contingent liabilities).

The Company intends to use internal sources of funds, or a combination of internal resources and external borrowings, to finance purchases of its Shares.

6. FINANCIAL EFFECTS

It is not possible for the Company to realistically calculate or quantify the impact of purchases that may be made pursuant to the proposed Share Purchase Mandate on the net tangible asset value and earnings per Share as the resultant effect would depend on factors such as the aggregate numbers of Shares purchased, the purchase prices paid at the relevant times, whether the Shares purchased or acquired are held in treasury or immediately cancelled on purchase or acquisition, how the Shares held in treasury are subsequently dealt with by the Company in accordance with Section 76K of the Companies Act, and the amounts (if any) borrowed by the Company to fund the purchases.

Where the purchase of Shares is made out of distributable profits, such purchase (including costs incidental to the purchase) will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the purchase of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

Where the purchase of Shares is financed through internal resources, it will reduce the cash reserves of the Group and the Company, and thus the current assets and shareholders' funds of the Group and the Company. This will result in an increase in the gearing ratios of the Group and the Company and a decline in the current ratios of the Group and the Company. The actual impact on the gearing and current ratios will depend on the number of Shares purchased or acquired and the prices at which the Shares are purchased or acquired.

Where the purchase or acquisition of Shares is financed through external borrowings or financing, there would be an increase in the gearing ratios of the Group and the Company, and a decline in the current ratios and shareholders' funds of the Group and the Company, with the actual impact dependent on the number of Shares purchased or acquired and the prices at which the Shares are purchased or acquired.

For illustrative purposes only and on the basis of the following assumptions:-

(i) that the purchase or acquisition by the Company of 146,273,728 Shares, representing 5% of its issued Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date, was made on 30 June 2017;

(ii) that, in the case of Market Purchases, the Company purchased or acquired Shares at the Maximum Price of $0.6101 for each Share (being 105% of the Average Closing Price as at 30 June 2017), and, in the case of Off-Market Purchases, the Company purchased or acquired Shares at the Maximum Price of $0.6972 for each Share (being 120% of the Average Closing Price as at 30 June 2017);

(iii) that the purchase or acquisition of Shares by the Company, which required funds amounting to, in the case of Market Purchases, $89,241,601.45, and in the case of Off-Market Purchases, $101,982,043.16, was financed entirely using its internal sources of funds; and

(iv) that the purchase or acquisition of Shares was made entirely out of profits and the Shares were held as treasury shares after the purchase or acquisition,

the financial effects of Share purchases by the Company pursuant to the Share Purchase Mandate on the audited consolidated financial statements of the Group for the financial year ended 30 June 2017 ("**FY2017**"), are set out below.

Scenario 1

Market Purchases of 146,273,728 Shares made entirely out of profits and held as treasury shares

	Group		Company	
	Before Share Purchase	**After Share Purchase**	**Before Share Purchase**	**After Share Purchase**
	$'000	**$'000**	**$'000**	**$'000**
As at 30 June 2017				
Share capital	163,880	163,880	163,880	163,880
Foreign exchange translation	(27,217)	(27,217)	–	–
Retained earnings	690,347	690,347	264,059	264,059
Treasury shares	(9,517)	(98,759)	(9,517)	(98,759)
Asset revaluation reserve	227,316	227,316	–	–
Shareholders' funds	1,044,809	955,567	418,422	329,180
Net tangible assets	1,044,809	955,567	418,422	329,180
Current assets	2,962,237	2,872,995	1,200,619	1,111,377
Current liabilities	1,582,955	1,582,955	1,086,614	1,086,614
Working capital	1,379,282	1,290,040	114,005	24,763
Total liabilities	3,519,011	3,519,011	1,431,051	1,431,051
Cash and cash equivalents[1]	413,545	324,303	37,181	37,181
Number of Shares ('000)	2,925,475	2,779,201	2,925,475	2,779,201
Financial Ratios				
Net tangible assets per Share[2] (cents)	35.71	34.38	14.30	11.84
Earnings per Share (cents)	7.46	7.85	1.06	1.12
Gearing ratio[3] (times)	1.88	2.13	1.13	1.44
Current ratio[4] (times)	1.87	1.81	1.10	1.02

Notes:-

(1) As funding for the Share purchases is assumed to be obtained from the Company's subsidiaries, the cash and cash equivalents of the Company are not affected.

(2) Net tangible assets per Share is computed based on total net assets less deferred expenditure, other intangible assets and non-controlling interests, divided by the number of issued Shares.

(3) Gearing ratio equals total borrowings less cash and cash equivalents divided by total equity.

(4) Current ratio equals current assets divided by current liabilities.

Scenario 2

Off-Market Purchases of 146,273,728 Shares made entirely out of profits and held as treasury shares

	Group		Company	
	Before Share Purchase	**After Share Purchase**	**Before Share Purchase**	**After Share Purchase**
	$'000	**$'000**	**$'000**	**$'000**
As at 30 June 2017				
Share capital	163,880	163,880	163,880	163,880
Foreign exchange translation	(27,217)	(27,217)	–	–
Retained earnings	690,347	690,347	264,059	264,059
Treasury shares	(9,517)	(111,499)	(9,517)	(111,499)
Asset revaluation reserve	227,316	227,316	–	–
Shareholders' funds	1,044,809	942,827	418,422	316,440
Net tangible assets	1,044,809	942,827	418,422	316,440
Current assets	2,962,237	2,860,255	1,200,619	1,098,637
Current liabilities	1,582,955	1,582,955	1,086,614	1,086,614
Working capital	1,379,282	1,277,300	114,005	12,023
Total liabilities	3,519,011	3,519,011	1,431,051	1,431,051
Cash and cash equivalents(1)	413,545	311,563	37,181	37,181
Number of Shares ('000)	2,925,475	2,779,201	2,925,475	2,779,201
Financial Ratios				
Net tangible assets per Share(2) (cents)	35.71	33.92	14.30	11.39
Earnings per Share (cents)	7.46	7.85	1.06	1.12
Gearing ratio(3) (times)	1.88	2.17	1.13	1.49
Current ratio(4) (times)	1.87	1.81	1.10	1.01

Notes:-

(1) As funding for the Share purchases is assumed to be obtained from the Company's subsidiaries, the cash and cash equivalents of the Company are not affected.

(2) Net tangible assets per Share is computed based on total net assets less deferred expenditure, other intangible assets and non-controlling interests, divided by the number of issued Shares.

(3) Gearing ratio equals total borrowings less cash and cash equivalents divided by total equity.

(4) Current ratio equals current assets divided by current liabilities.

Shareholders should note that the financial effects set out in this Section 6 are purely for illustrative purposes only. In particular, it is important to note that the above analysis is based on historical FY2017 numbers and are in no way indicative of the Company's actual financial position or a forecast of the Company's financial figures.

The Company will take into account both financial and non-financial factors (for example, share market conditions and the performance of the Shares) in assessing the relative impact of a Share purchase before execution.

7. LISTING RULES

Under the Listing Manual, a listed company may purchase shares by way of Market Purchases at a price per share which is not more than 5% above the average of the closing market prices of the shares over the last five Market Days, on which transactions in the shares were recorded, before the day on which the purchases were made and deemed to be adjusted for any corporate action that occurs after the relevant five-day period. The Maximum Price for a Share in relation to Market Purchases by the Company, referred to in Section 3(d) above, conforms to this restriction.

The Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of a Market Purchase, on the Market Day following the day of purchase or acquisition of any of its shares and (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer. Such announcement must include details of the date of the purchases of the shares, the total number of shares purchased, the number of shares cancelled, the number of shares held as treasury shares, the purchase price per share or the highest and lowest prices paid for such shares (as applicable), the total consideration (including stamp duties and clearing charges) paid or payable for the shares, and the cumulative number of shares purchased. Such announcement will be made in the form prescribed by the Listing Manual.

While the Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time or times, because the listed company would be regarded as an “insider” in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the proposed Share Purchase Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced. In particular, in observing the best practices recommended in the Listing Manual on securities dealings, the Company will not purchase or acquire any Shares through Market Purchases during the period of two weeks immediately preceding the announcement of the Company’s quarterly results or one month immediately preceding the announcement of the Company’s full-year results, as the case may be, and ending on the date of announcement of the relevant results.

8. LISTING STATUS ON THE SGX-ST

The Company is required under Rule 723 of the SGX-ST Listing Manual to ensure that at least 10% of its issued Shares (excluding treasury shares) are in the hands of the public. The “**public**”, as defined in the Listing Manual, are persons other than the Directors, CEO, substantial shareholders and controlling shareholders of the Company and its subsidiaries, as well as the associates (as defined in the Listing Manual) of such persons.

As at the Latest Practicable Date, there were approximately 455,074,608 issued Shares in the hands of the public (as defined above), representing 15.56% of the total number of issued Shares (excluding treasury shares) of the Company. Assuming that the Company purchases its Shares through Market Purchases up to the full 5% limit pursuant to the Share Purchase Mandate and holds the purchased Shares as treasury shares, the number of issued Shares in the hands of the public would be reduced to 308,800,880 Shares, representing 11.11% of the total number of issued Shares (excluding treasury shares) of the Company. As at the Latest Practicable Date, the Company held 22,745,400 treasury shares.

Under the Companies Act, in the event that the number of Shares held as treasury shares by the Company at any time exceeds 10% of the total number of issued Shares at that time, the Company shall dispose of or cancel the excess treasury shares within 6 months.

In view of the foregoing, the Company is of the view that there is, at present, a sufficient number of Shares in public hands that would permit the Company to potentially undertake purchases of its Shares through Market Purchases up to the full 5% limit pursuant to the Share Purchase Mandate without:-

(i) affecting adversely the listing status of the Shares on the SGX-ST;

(ii) causing market illiquidity; or

(iii) affecting adversely the orderly trading of Shares.

9. TAX IMPLICATIONS

When a company purchases its own shares using its distributed profits or contributed capital, it will be regarded as any other disposal of shares by the shareholders from whom the shares are acquired.

For income tax purposes, whether or not the proceeds received by the Shareholders are taxable in the hands of the Shareholders who sell their Shares to the Company for which the purchases were made out of distributed profits or contributed capital will depend on whether such proceeds are receipts of an income or capital nature.

Shareholders should note that the foregoing is not to be regarded as advice on the tax position of any Shareholder. Shareholders who are in doubt as to their respective tax positions or the tax implications of Share purchases by the Company, or, who may be subject to tax whether in or outside Singapore, should consult their own professional advisers.

10. IMPLICATIONS OF TAKE-OVER CODE

(a) Obligation to Make a Take-over Offer

If as a result of any purchase or acquisition by the Company of its Shares, a Shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of the Take-over Code. If such increase results in a change in control, or as a result of such increase a Shareholder or group of Shareholders acting in concert obtain or consolidate control, it may in certain circumstances give rise to an obligation on the part of such Shareholder or Shareholders to make a take-over offer under Rule 14 of the Take-over Code.

The circumstances under which Shareholders, including Directors and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 after a purchase of Shares by the Company are set out in Appendix 2 ("**TOC Appendix 2**") of the Take-over Code.

In relation to Directors and persons acting in concert with them, Rule 14 provides that unless exempted (or if exempted, such exemption is subsequently revoked), Directors and persons acting in concert with them will incur an obligation to make a take-over offer if, as a result of a purchase of Shares by the Company:-

(i) the percentage of voting rights held by such Directors and their concert parties in the Company increases to 30% or more; or

(ii) if they together hold between 30% and 50% of the Company's voting rights, their voting rights increase by more than 1% in any period of six months.

Under TOC Appendix 2, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing its Shares, the voting rights of such Shareholder would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Purchase Mandate.

(b) Persons Acting in Concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal) co-operate, through the acquisition by any of them of shares in a company to obtain or consolidate control of that company. Unless the contrary is established, the following persons, *inter alia*, will be presumed to be acting in concert: (i) a company with any of its directors; and (ii) a company, its parent, subsidiaries and fellow subsidiaries, and their associated companies, and companies of which such companies are associated companies, all with each other. For this purpose, ownership or control of 20% or more of the equity share capital of a company will be regarded as the test of associated company status.

(c) Effect of Rule 14 and Appendix 2 of the Take-over Code

As at the Latest Practicable Date, Ching Chiat Kwong and Low See Ching, who are Directors of the Company and persons acting in concert with each other, collectively held approximately 71.96% of the voting rights in the Company. They would not be obliged to make a take-over offer under Rule 14 of the Take-over Code as a result of any purchase of Shares by the Company under the Share Purchase Mandate.

Shareholders who are in doubt as to whether they would incur any obligation to make a take-over offer as a result of any purchase of Shares by the Company pursuant to the Share Purchase Mandate are advised to consult their professional advisers and/or the SIC and/or other relevant authorities at the earliest opportunity.

11. REPORTING REQUIREMENTS

Within 30 days of the passing of the Shareholders' resolution to renew the Share Purchase Mandate, the Directors shall lodge a copy of such resolution with the Registrar of Companies (the "**Registrar**").

The Directors shall lodge with the Registrar a notice of share purchase within 30 days of a share purchase. Such notification shall include the date of the purchase, the number of Shares purchased by the Company, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued share capital before and after the purchase, the amount of consideration paid by the Company for the purchase, whether the Shares were purchased out of the profits or the capital of the Company, and such other particulars as may be required in the prescribed form.

Within 30 days of the cancellation or disposal of treasury shares in accordance with the provisions of the Companies Act, the Directors shall lodge with the Registrar the notice of cancellation or disposal of treasury shares in the prescribed form.

12. SHARE PURCHASES IN THE PREVIOUS 12 MONTHS

1,300,000 Shares had been purchased by the Company in the 12 months preceding the Latest Practicable Date by way of Market Purchases at prices per Share ranging from $0.415 to $0.430, and the total consideration paid for the purchases (including brokerage and other charges) amounted to approximately $550,913. These 1,300,000 Shares are held as treasury shares by the Company.

13. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors and substantial Shareholders in the share capital of the Company as at the Latest Practicable Date, as recorded in the Register of Director's Shareholdings and the Register of Substantial Shareholders kept by the Company, are as follows:-

	Direct Interest		**Deemed Interest**	
	Number of Shares	**%(1)**	**Number of Shares**	**%(1)**
Directors				
Ching Chiat Kwong(2)	1,251,832,610	42.79	8,000,000	0.27
Low See Ching	845,337,191	28.90	–	–
Ng Weng Sui Harry	350,000	0.01	–	–
Phua Sian Chin	–	–	–	–
Lim Yeow Hua @ Lim You Qin	–	–	–	–
Substantial Shareholder (other than Directors)				
Tee Wee Sien	356,133,464	12.17	–	–

Notes:

(1) Percentage computed based on the total number of issued Shares excluding treasury shares of the Company, being 2,925,474,571 Shares, as at the Latest Practicable Date.

(2) Ching Chiat Kwong is deemed to have an interest in 8,000,000 Shares held by Gold Crescent Holdings Limited by virtue of Section 7 of the Companies Act (Chapter 50).

14. DIRECTORS' RECOMMENDATION

Having fully considered the rationale for the renewal of the Share Purchase Mandate set out in this Appendix, the Directors believe that the renewal of the Share Purchase Mandate is in the best interest of the Company. The Directors recommend that Shareholders vote in favour of the resolution to approve the renewal of the Share Purchase Mandate to be proposed at the AGM.

15. ANNUAL GENERAL MEETING

The AGM, notice of which is set out in the Annual Report 2017 of the Company, will be held on Tuesday, 31 October 2017 at 10.00 am at Polaris I, Level 1, Novotel & Mercure Singapore on Stevens, 28 Stevens Road, Singapore 257878, for the purpose of considering and, if thought fit, passing with or without any modifications, the Ordinary Resolution relating to the renewal of the Share Purchase Mandate as set out in the Notice of AGM.

16. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the AGM and who wish to appoint a proxy to attend on their behalf are requested to complete, sign and return the Proxy Form attached to the Annual Report in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the registered office of the Company at 138 Robinson Road #30-01 Oxley Tower, Singapore 068906 not less than 48 hours before the time fixed for the AGM. The completion and lodgement of the Proxy Form by a Shareholder will not prevent him from attending and voting at the AGM in person if he so wishes.

A Depositor shall not be regarded as a member of the Company entitled to attend the AGM and to speak and vote thereat unless his name appears on the Depository Register as at 72 hours before the AGM.

17. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the proposed renewal of the Share Purchase Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of OXLEY HOLDINGS LIMITED (the "**Company**") will be held at the Polaris I, Level 1, Novotel & Mercure Singapore on Stevens, 28 Stevens Road, Singapore 257878 on Tuesday, 31 October 2017 at 10.00 am for the following purposes:-

AS ORDINARY BUSINESS

Resolution 1
1. To receive and adopt the audited financial statements for the financial year ended 30 June 2017, together with the Statement by Directors and Independent Auditor's Report.

Resolution 2
2. To declare a final one-tier tax exempt dividend of S$0.007 per ordinary share for the financial year ended 30 June 2017. [FY2016: S$0.0025]

Resolution 3
3. To re-elect Mr Low See Ching who is retiring pursuant to Article 104 of the Company's Articles of Association (the "**Articles**") and who, being eligible, offers himself for re-election as a Director.

Resolution 4
4. To re-elect Mr Lim Yeow Hua @ Lim You Qin who is retiring pursuant to Article 104 of the Articles and who, being eligible, offers himself for re-election as a Director.

   Mr Lim Yeow Hua @ Lim You Qin will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and the Board considers him to be independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Resolution 5
5. To approve the payment of Directors' fees of S$286,000 for the financial year ending 30 June 2018, to be paid quarterly in arrears. [FY2017: S$260,000]

Resolution 6
6. To re-appoint RSM Chio Lim LLP as the Company's Independent Auditor and to authorise the Directors to fix their remuneration.

7. To transact any other ordinary business that may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

Resolution 7
8. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:-

   "Authority to allot and issue shares

   That pursuant to Section 161 of the Companies Act, Chapter 50 and the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:-

   (A) (i) allot and issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or

   (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

   at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

   (B) (notwithstanding that this authority may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this authority was in force, provided that:-

(1) the aggregate number of shares to be issued pursuant to this authority (including shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below) ("**Issued Shares**"), of which the aggregate number of shares to be issued other than on a pro-rata basis to the existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed 20% of the total number of Issued Shares;

(2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of Issued Shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this authority is given, after adjusting for:-

(i) new shares arising from the conversion or exercise of any convertible securities;

(ii) new shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time this authority is given, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and

(iii) any subsequent bonus issue, consolidation or sub-division of shares;

(3) in exercising the authority conferred by this Resolution, the Directors shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and

(4) (unless revoked or varied by the Company in general meeting) this authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier."

[See Explanatory Note (i)]

Resolution 8

9. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:-

"Renewal of mandate for interested person transactions

That approval be and is hereby given for the purpose of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited for the renewal of the mandate (the "**Shareholders' Mandate**") for the Company and its subsidiaries to enter into any of the transactions falling within the types of interested person transactions as described in Appendix I to the Annual Report 2017 (the "**Appendix I**") with the interested person described in the Appendix I, provided that such transactions are transacted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders and in accordance with the guidelines and procedures as set out in the Appendix I and that the Shareholders' Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company; and the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to this Resolution."

[See Explanatory Note (ii)]

Resolution 9

10. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:-

“Share purchase mandate

That:

(a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 (the “**Companies Act**”), the exercise by the directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares (“**Shares**”) in the issued share capital of the Company not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price or prices as may be determined by the directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:

(i) market purchases (each a “**Market Purchase**”) on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or

(ii) off–market purchases (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with any equal access scheme as may be determined or formulated by the directors of the Company as they consider fit, which scheme shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

(b) the authority conferred on the directors of the Company pursuant to the Share Purchase Mandate may be exercised by the directors of the Company at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:

(i) the date on which the next annual general meeting of the Company is held or required by law to be held;

(ii) the date on which Share purchases have been carried out to the full extent of the Share Purchase Mandate; or

(iii) the date on which the authority contained in the Share Purchase Mandate is varied or revoked by an ordinary resolution of shareholders of the Company in general meeting;

(c) in this Resolution:

“**Prescribed Limit**” means 5% of the total number of issued Shares (excluding any treasury shares and subsidiary holdings) of the Company as at the date of the passing of this Resolution, unless the Company has reduced its share capital in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period (as hereinafter defined), in which event the total number of issued Shares of the Company shall be taken to be the total number of issued Shares as altered (excluding any treasury shares and subsidiary holdings);

“**Relevant Period**” means the period commencing from the date of the passing of this Resolution and expiring on the date on which the next annual general meeting of the Company is held or required by law to be held, whichever is the earlier; and

“**Maximum Price**” in relation to a Share to be purchased, means an amount (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

(i) in the case of a Market Purchase : 105% of the Average Closing Price; and

(ii) in the case of an Off-Market Purchase : 120% of the Average Closing Price, where:

"**Average Closing Price**" is the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five-Market Day period;

"**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

"**Market Day**" means a day on which the SGX-ST is open for trading in securities; and

(d) the directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution."

[See Explanatory Note (iii)]

BY ORDER OF THE BOARD

OOI CHEE ENG
Company Secretary

Singapore
16 October 2017

Explanatory Notes:-

(i) Ordinary Resolution 7, if passed, will empower the Directors to issue shares in the capital of the Company and to make or grant instruments (such as warrants) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, with a sub-limit of 20% for issues other than on a pro-rata basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time Ordinary Resolution 7 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities, (b) new shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time Ordinary Resolution 7 is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST, and (c) any subsequent bonus issue, consolidation or sub-division of shares. Such authority will, unless previously revoked or varied at a general meeting, expire at the next annual general meeting of the Company.

(ii) Ordinary Resolution 8, if passed, will renew the shareholders' mandate for the Company and its subsidiaries to enter into certain transactions with an interested person (further details are set out in Appendix I to the Annual Report 2017). Such mandate will, unless previously revoked or varied at a general meeting, expire at the next annual general meeting of the Company.

(iii) Ordinary Resolution 9 will renew the mandate to permit the Company to purchase or otherwise acquire its issued ordinary shares on the terms and subject to the conditions of the Resolution. Further details are set out in Appendix II to the Annual Report 2017.

Notes:-

(i) Unless otherwise permitted under the Companies Act, Chapter 50 of Singapore (the "**Companies Act**"), a member of the Company entitled to attend and vote at the Annual General Meeting (the "**AGM**") may appoint not more than two proxies to attend and vote instead of him. A proxy need not be a member of the Company.

(ii) A member who is a relevant intermediary (as defined in the Companies Act) may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.

(iii) Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.

(iv) If the member is a corporation, the instrument appointing the proxy must be executed under its common seal or signed by its duly authorised officer or attorney.

(v) The duly executed instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company at 138 Robinson Road #30-01 Oxley Tower, Singapore 068906, not less than 48 hours before the time appointed for holding the AGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), and (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

OXLEY HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 201005612G)

ANNUAL GENERAL MEETING
PROXY FORM

IMPORTANT
For investors who have used their SRS monies to buy shares of Oxley Holdings Limited, this Proxy Form is not valid for use by such SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them. Such SRS investors should contact their respective agent banks/SRS operators if they have any queries regarding their appointment as proxies.

I/We ______________________________ (Name) (NRIC/Passport/Registration No.: ______________)

of ____ (Address)

being a member/members of OXLEY HOLDINGS LIMITED (the "**Company**") hereby appoint:

Name	Address	NRIC / Passport Number	Proportion of Shareholdings (%)

and/or (delete as appropriate)

Name	Address	NRIC / Passport Number	Proportion of Shareholdings (%)

or failing the person or both of the persons above, the Chairman of the Meeting as my/our proxy/proxies to attend and to vote for me/us on my/our behalf, at the Annual General Meeting ("**AGM**") of the Company to be held at Polaris I, Level 1, Novotel & Mercure Singapore on Stevens, 28 Stevens Road, Singapore 257878 on Tuesday, 31 October 2017 at 10.00 am, and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the AGM and at any adjournment thereof.

No.	Resolutions relating to:	For	Against
	Ordinary Business		
1.	Audited financial statements for financial year ended 30 June 2017		
2.	Payment of final one-tier tax exempt dividend		
3.	Re-election of Mr Low See Ching as a Director		
4.	Re-election of Mr Lim Yeow Hua @ Lim You Qin as a Director		
5.	Payment of Directors' fees of S$286,000 for financial year ending 30 June 2018		
6.	Re-appointment of RSM Chio Lim LLP as auditor		
	Special Business		
7.	Authority to allot and issue shares		
8.	Renewal of mandate for interested person transactions		
9.	Renewal of share purchase mandate		

(Please indicate with a cross [X] in the space provided whether you wish your vote to be cast for or against the resolution as set out in the Notice of AGM. Alternatively, if you wish to exercise your votes both for and against the resolution, please indicate the number of shares in the respective spaces provided.)

Dated this __________ day of ____________________ 2017

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

____
Signature(s) of Member(s) or Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:-

1. Unless otherwise permitted under the Companies Act, Chapter 50 of Singapore (the "**Companies Act**"), a member of the Company entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.

2. A member who is a relevant intermediary (as defined in the Companies Act) may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.

3. Where a member appoints more than one proxy, the proportion of the shareholding to be represented by each proxy shall be specified in this proxy form.

4. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this proxy form shall be deemed to relate to all the shares held by you.

5. This proxy form duly executed must be deposited at the registered office of the Company at 138 Robinson Road #30-01 Oxley Tower Singapore 068906 not less than 48 hours before the time set for the AGM.

6. This proxy form must be under the hand of the appointor or of his attorney duly authorised in writing. Where this proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of a duly authorised officer or attorney.

7. Where this proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with this proxy form, failing which this proxy form shall be treated as invalid.

8. The Company shall be entitled to reject a proxy form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the proxy form. In addition, in the case of shares entered in the Depository Register, the Company may reject a proxy form if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

9. By submitting this proxy form, a member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 16 October 2017.

OXLEY HOLDINGS LIMITED

138 Robinson Road, #30-01 Oxley Tower, Singapore 068906
Tel: 6438 0202 Fax: 6438 2020
www.oxley.com.sg

Co. Reg. No. 201005612G